



# Olectra Greentech Limited

Date: August 20, 2020

To  
BSE Limited  
National Stock Exchange of India Limited

Dear Sir,

**Sub: Submission of Annual Report as per Regulation 34 of SEBI (LODR) Regulations, 2015**  
**Name of the Entity : Olectra Greentech Limited**  
**Scrip Code on BSE : 532439**  
**Scrip ID on NSE : OLECTRA**

Pursuant to the Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2019-20, which is being sent to the members in electronic mode.

The Annual Report along with Notice is also uploaded on the website of the Company and the weblink is <https://olectra.com/wp-content/uploads/AR-2019-20.pdf>

This is for your information and necessary records.

Thanking You

Yours faithfully  
For Olectra Greentech Limited

  
P. Hanuman Prasad  
Company Secretary





# Olectra



## Olectra Greentech Limited

*(Formerly, Goldstone Infratech Limited)*

### 20<sup>th</sup> Annual Report 2019-20

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**BOARD OF DIRECTORS:**

*Mr. N K Rawal	- Managing Director
Mr. N Nagasatyam	- Executive Director
Mr. Venkateswara Pradeep Karumuru	- Non Executive & Non Independent Director
Mr. M Gopalakrishna	- Independent Director
Mr. B Appa Rao	- Independent Director
Justice Mrs. Gyan Sudha Misra (Retd)	- Independent Director
@Mr. Chilappagari Laxmi Rajam	- Non Executive & Non Independent Director

**BOARD COMMITTEES**
**&Audit Committee:**

Mr. B. Appa Rao  
 Mr. M. Gopalakrishna  
 \*Mr. N. K. Rawal  
 #Mr. Venkateswara Pradeep Karumuru

**Nomination and Remuneration Committee:**

Mr. B. Appa Rao  
 Mr. M. Gopalakrishna  
 Justice Mrs. Gyan Sudha Misra (Retd.)  
 Mr. Venkateswara Pradeep Karumuru

**&Corporate Social Responsibility Committee:**

Mr. M. Gopalakrishna  
 Mr. B. Appa Rao  
 \*Mr. N. K. Rawal  
 #Mr. Venkateswara Pradeep Karumuru

**&Stakeholders' Relationship Committee:**

Mr. B. Appa Rao  
 Mr. M. Gopalakrishna  
 \*Mr. N. K. Rawal  
 #Mr. Venkateswara Pradeep Karumuru

**Key Managerial Personnel:**

\*Mr. N. K. Rawal - Managing Director  
 Mr. N. Naga Satyam - Executive Director  
 §Mr. B. Sharat Chandra- Chief Financial Officer & Chief Executive Officer  
 Mr. P. Hanuman Prasad- Company Secretary & Compliance Officer

**Statutory Auditors:**

M/s. PCN & Associates, Chartered Accountants, (Formerly, Chandra Babu Naidu & Co.,) Plot no. 12, "N" Heights, Ground Floor, Cyberabad, Hyderabad – 500 081.

**Principal Bankers:**

State Bank of India  
 Yes Bank

**Registrars & Share Transfer Agents:**

M/s. Aarathi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad – 500 029  
 Phone: 040-27638111/4445  
 E-mail: info@aarthiconsultants.com

**Stock Exchanges where Company's Securities are listed:**

BSE Limited  
 National Stock Exchange of India Limited

**Registered Office:**

S-22, 3rd Floor, Technocrat Industrial Estate, Balanagar, Hyderabad –500 037, Telangana, India  
 Tel. 91-40-46989999; www.olectra.com,  
 E-Mail: info@olectra.com  
 CIN: L34100TG2000PLC035451

**Factory:**

- 1) Plot No. 1&9, Phase II, IDA, Cherlapally, Hyderabad – 500 051.
- 2) Plot No.8, IDA, Gaddapotharam, Jinnaram Mandal, Medak Dist., Telangana-500 043.
- 3) Plot No. L-19,L-23, Green Industrial Park, Polepally Village, Jedcharla, Mahbubnagar - 509 302

\*Resigned w.e.f. 18<sup>th</sup> August, 2020 and ceased to be member of Audit Committee, Stakeholders Relationship Committees and Corporate Social Responsibility Committee w.e.f. 18<sup>th</sup> August, 2020

#Became a member w.e.f.18<sup>th</sup> August, 2020

@Appointed w.e.f.18<sup>th</sup> August, 2020

§Committees reconstituted w.e.f.18<sup>th</sup> August, 2020

§Appointed as Chief Executive Officer of the Company w.e.f. 15<sup>th</sup> August, 2020.

## NOTICE OF 20<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20<sup>th</sup> Annual General Meeting (AGM) of the Members of Olectra Greentech Limited (formerly, Goldstone Infratech Limited) will be held on Saturday, 12<sup>th</sup> day of September, 2020 at 11.30 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at S-22, 3<sup>rd</sup> Floor, Technocrat Industrial Estate, Balanagar, Hyderabad-500037

### Ordinary Business:

#### 1. Adoption of Annual Financial Statements:

To consider and adopt the Annual Audited Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> March, 2020 and Reports of the Board of Directors and Auditors thereon.

#### 2. Appointment of Mr. Venkateswara Pradeep Karumuru, liable to retire by rotation.

To appoint a Director in place of Mr. Venkateswara Pradeep Karumuru (DIN: 02331853), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible offers himself for re-appointment

### Special Business:

#### 3. Ratification of remuneration payable to M/s. EVS & Associates, Cost Auditors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration of 1,60,000

(Rupees One lakh sixty thousand only) plus taxes and reimbursement of out of pocket expenses if any, on actual basis, payable to M/s. EVS & Associates (Firm Registration No.100175), Cost Accountants for conduct of cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ended 31<sup>st</sup> March, 2021.

**"RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary be and is hereby severally authorised to perform all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution."

#### 4. To make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the earlier resolution passed by the Members through postal ballot dated 4<sup>th</sup> August, 2014, pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the 'Board' which expression shall include a Committee of Directors duly authorized in this behalf and for the time being exercising the powers conferred on them by this resolution) to give any loan(s) and/or any guarantee(s) and/or to provide any security (ies) in connection with any loan(s) to any other body corporate or person and/or to

make any further investments/acquisitions by way of subscriptions, purchase or otherwise, the securities (including equity shares, preference shares, debentures or any other kind of instruments, whether convertible or not) of other body corporate (Along with loan(s) and/or any guarantee(s) and/or any security (ies) already provided), up to an amount of . Rs. 1,000 cores (Indian Rupees One thousand Crores only) over and above the limits available to the Company i.e sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalize and execute all contracts, documents and writings and to do all acts, deeds and things in this connection and incidental thereto, including but not limited to delegation of all or any of the powers herein conferred to any committee or any other director(s) or any other officer(s) / employee(s) of the Company, or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek further clarification, consent or approval of the members of the Company.”

#### 5. Approval for Sale of Electric Buses and Chargers to Related Parties:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) approval of the members be and is hereby accorded to the Board of Directors of the Company (the “Board” which expression shall also include a committee thereof) to enter into contract(s)/arrangement(s)/transaction(s) (including any modifications, alterations or amendments thereto) with the following Related Parties (which were formed for execution of the awarded tenders), on such terms and conditions as the Board of Directors may deem fit, provided that the terms of the said contract(s)/arrangement(s)/transaction(s) so carried out with the Related Party shall be on arm’s length basis.”

S. No.	Name of the Related Party	Nature of Relationship	Monetary value of the transaction	Nature, material terms and particulars of arrangements/contracts
1	Evey Trans (SMC) Private Limited	Associate Company	Rs. 244.15 Crores	i) Sale and /or purchase of Electric Buses and /or goods or materials and or ii) Availing or Rendering of services including Maintenance Services for the Buses to be supplied.
2	Evey Trans (IDR) Private Limited	Companies under Common Control	Rs. 170.12 Crores	-do-
3	Evey Trans (KTC) Private Limited	Companies under Common Control	Rs. 124.05 Crores	-do-

<b>S. No.</b>	<b>Name of the Related Party</b>	<b>Nature of Relationship</b>	<b>Monetary value of the transaction</b>	<b>Nature, material terms and particulars of arrangements/contracts</b>
4	Evey Trans (MPS) Private Limited	Companies under Common Control	Rs. 170.12 Crores	-do-
5	Evey Trans (NSK) Private Limited	Companies under Common Control	Rs. 339.69 Crores	-do-
6	Evey Trans (UKS) Private Limited	Companies under Common Control	Rs. 98.03 Crores	-do-
7	Evey Trans (JAB) Private Limited	Companies under Common Control	Rs. 85.06 Crores	-do-
8	Evey Trans (SIL) Private Limited	Associate Company	Rs. 40.91 Crores	-do-
9	Evey Trans (UJJ) Private Limited	Companies under Common Control	Rs. 85.06 Crores	-do-
10	Evey Trans (NGP) Private Limited	Companies under Common Control	Rs. 65.30 Crores	-do-

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions not exceeding the limits as mentioned above and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or officer(s) of the Company and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

## **6. Approval for Related Party Transactions:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (the “Board” which expression shall also include a committee thereof) to enter into contracts and/or agreements with the following Related Parties with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, or any other transaction of whatever nature during the period of one year from the date of approval of this resolution.”

<b>S. No.</b>	<b>Name of the Related Party</b>	<b>Nature of Relationship</b>	<b>Monetary Value of the Transaction (s)</b> (over & above the limits specified under Section 188 read with rule 15 but not exceeding in the aggregate)	<b>Nature, material terms and particulars of arrangement / contract</b> (In the normal course of business and as far as possible on arm's length basis)
1.	Evey Trans Private Limited ("EVEY") and / or SPVs or its subsidiaries or its Holding Companies whether now existing or that may come into existence hereafter	Company under Common Control	The Amounts as per the terms of the contracts/agreements to be entered by the Company from time to time	Availing or rendering of any services including providing and / or receiving of loans or guarantees or securities or Leasing of property of any kind or Sale, purchase or supply of goods or materials including Electric Buses would be dependent on the requirement of EVEY based on the tenders awarded.
2.	MEIL Holdings Limited (MHL)	Promoter	Rs. 50 Crores	Availing or rendering of any services or Sale, purchase or supply of goods or materials or Leasing of property of any kind
3.	Megha Engineering & Infrastructures Limited	Holding company of MHL	Rs. 1,250 Crores	Availing or rendering of any services including providing and / or receiving of loans or guarantees or securities or Sale, purchase or supply of goods or materials or Leasing of property of any kind
4.	Trinity Infraventures Limited (TIL)	Promoter	Rs. 50 Crores	Availing or rendering of any services or Sale, purchase or supply of goods or materials or Leasing of property of any kind
5.	Trinity Cleantech Private Limited	Subsidiary Company of TIL	Rs. 50 Crores	Availing or rendering of any services or Sale, purchase or supply of goods or materials or Leasing of property of any kind
6.	SSISPL-BYD-OGL Consortium	Joint venture	Rs. 50 Crores	Availing or rendering of any services including providing and / or receiving of loans or guarantees or securities or Sale, purchase, or supply of goods or materials or leasing of property of any kind



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or officer(s) of the Company and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

**Item No. :07**

**Regularisation of Mr. Chilappagari Laxmi Rajam (DIN: 00029156) as Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Sections 152, 160 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Chilappagari Laxmi Rajam (DIN: 00029156), who was appointed as an Additional Director of the Company (in the Board Meeting held on 14<sup>th</sup> August, 2020) w.e.f. 18<sup>th</sup> August, 2020 and who holds office as such up to the date of the ensuing Annual General Meeting, be and is hereby appointed as Director (Non – Executive and Non – Independent Category) of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby severally authorised to perform all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
**For Olectra Greentech Limited**

Sd/-  
**P. Hanuman Prasad**  
Company Secretary

Place: Hyderabad

Date: 14<sup>th</sup> August, 2020

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 05<sup>th</sup> May, 2020 read with circulars dated 08<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not attached to this Notice.
3. Statement as required under Section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.
4. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate etc.  
  
In case you are holding Company's shares in physical form, please inform Company's RTA viz M/s. Aarthi consultants Private Limited, 1-2-285, Domalguda, Hyderabad, Telangana-500029, by enclosing a photocopy of blank cancelled cheque of your bank account.
5. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. Aarthi consultants Private Limited, 1-2-285, Domalguda, Hyderabad, Telangana, 500029 are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
7. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
8. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least 10 days before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
9. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat

account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/Dop/Cir-05/2009 dated 20<sup>th</sup> May, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.

10. The Register of Members and Share Transfer Books of the Company will remain closed from September 06, 2020 to September 12, 2020 (both days inclusive) for the purpose of AGM.
11. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e, 05<sup>th</sup> September, 2020 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
12. Members may also note that the Notice of the 20<sup>th</sup> Annual General Meeting is available on the Company's website: [www.olectra.com](http://www.olectra.com). All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at [cs@olectra.com](mailto:cs@olectra.com).

In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company's website at [www.olectra.com](http://www.olectra.com) on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
15. The Board of Directors has appointed M/s. Prathap Satla & Associates, Practicing Company Secretaries, CP No. 11879 to act as Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL, and RTA and will also be displayed on the Company's website [www.olectra.com](http://www.olectra.com)

16. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, have

been transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years also been transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

17. During the year as per the provisions of the Section 125 of the Companies Act, 2013 the Company has transferred unclaimed dividend amount and following Equity Shares to the Investor Education and Protection Fund (IEPF):

Financial Year	Amount & Date of Transfer	No. of equity shares transferred to IEPF & date of Transfer
2019-20	1,13,253& 03/11/2019	42,176& 04/12/2019

18. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
19. Retirement of Directors by rotation; Mr. Venkateswara Pradeep Karumuru (DIN: 02331853) Non-Executive Director of the Company, retire by rotation at the ensuing AGM and being eligible offer himself for re-appointment.
- The Board of Directors recommend the re-appointment of Mr. Venkateswara Pradeep Karumuru (DIN: 02331853) Non-Executive Director, whose office is liable to retire by rotation.
20. To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants in

respect of shares held in physical/electronic mode respectively.

Voluntarily the Company has sent reminders to the shareholders for updating their email ids [i.e who did not update their E-mail ID's & for shareholders who did not opt for serving notices in electronic mode] through CDSL& NSDL to their mobile numbers and email id's.

## **E-VOTING:**

### **CDSL e-voting System – For Remote e-voting and e-voting during AGM:**

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 and Circular No. 20/2020 dated 05<sup>th</sup> May, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 05<sup>th</sup> May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.olectra.com](http://www.olectra.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and MCA Circular No. 20/2020 dated 05<sup>th</sup> May, 2020.

**The Instructions for Shareholders for Remote E-Voting are as under:**

- (i) The voting period begins on September 09, 2020 at 9.00 A.M. and ends on September 11, 2020 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 05, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which

they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant "Olectra Greentech Limited" on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id's cs@olectra.com/ info@aarthiconsultants.com**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id's cs@olectra.com/ info@aarthiconsultants.com**.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**Instructions for Shareholders attending the AGM through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good

speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ([info@olectra.com](mailto:info@olectra.com) / [cs@olectra.com](mailto:cs@olectra.com) ). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

**Instructions for Shareholders for e-voting during the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the

AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are

authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@olectra.com](mailto:info@olectra.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**C. General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 05<sup>th</sup> September, 2020.
- ii. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.olectra.com](http://www.olectra.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.



## **Explanatory Statement**

(Pursuant to Section 102 of the Companies Act, 2013)

### **ITEM NO 3 :**

Based on the recommendation of the Audit Committee, the Board of Directors had at its meeting held on 14<sup>th</sup> August, 2020, considered and approved the appointment of the Cost Auditors, M/s. EVS & Associates, Cost Accountants at a remuneration of Rs. 1,60,000/- payable to them.

In accordance with Section 148 of The Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors need to be ratified by the members

Accordingly, the Board commends the **Ordinary Resolution** as set out at Item no. 3 for approval by Shareholders.

None of the directors, Key Managerial Personnel or their relatives, is concerned or interested financially or otherwise in the said resolution.

### **ITEM NO 4:**

As per provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate (Along with loan(s) and/or any guarantee(s) and/or any security (ies) already provided), exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more unless prior approval of Members by means of a Special Resolution is passed at a general meeting.

As per the latest Audited Balance Sheet of the Company as on 31<sup>st</sup> March 2020, sixty per cent of the paid-up share capital, free reserves

and securities premium account amounts to Rs.43,919.56 Lakhs while one hundred per cent of its free reserves and securities premium account amounts to Rs. 69,916.03 Lakhs. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs. 69,916.03 Lakhs. As on 31<sup>st</sup> March 2020, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to Rs. 9270.34 Lakhs.

In view of the above, as your company is growing and in order to capitulate the various opportunities and also to achieve long term strategic and business objectives, the Board of Directors of the Company may propose to make sizeable loans / investments and provide guarantees / securities to persons or bodies corporate, from time to time. Hence, board of directors is seeking approval of the members for an amount of Rs. 1,000 Crores pursuant to Section 186 of the Companies Act, 2013 over and above the limits as specified in the Section 186 from time to time.

The Directors recommend the **Special Resolution** as set out at Item No. 4 of the accompanying Notice, for members approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company and common Directorships if any, in the said resolution.

### **ITEM NO 5:**

The Company is engaged in the business of manufacturing and sale of Electric Buses and Insulators and has gained leadership position in India owing to strong technology and quality of the products. Evey Trans Private Limited (EVEY), presently a wholly owned subsidiary of the MEIL Holdings Ltd (one of the Promoters of the Company) has participated in various tenders floated by various authorities (including State Transport Undertakings) for supply of Electric

Buses on Gross Cost Contract (GCC) basis (under Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles in India FAME) either singly using the credentials of the Olectra Greentech Limited (OGL/Company) or as a Consortium in association with the Company. Some of the tenders were awarded to Evey Trans Private Limited (EVEY) as a successful bidder.

As per the Model Concession Agreement (MCA) issued by NITI Aayog under Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles in India - FAME-II policy and as per the terms of the tender documents, for execution of the Contracts, the successful bidder shall form new companies as Special Purpose Vehicles (SPVs). Hence, in this regard, EVEY has formed aforesaid Related Parties as SPVs, out of which some of the SPV's are wholly owned subsidiaries of EVEY while others are subsidiaries of EVEY and associate companies of Olectra Greentech Limited (wherein 74% stake is held by EVEY and balance 26 % is held by OGL) for implementation of the said contracts.

On the other hand, the Company being the Original Equipment Manufacturer (OEM) for the awarded tenders, is required to supply the Electric Buses to the SPVs for execution of the said contracts and shall also be responsible for providing Maintenance Services for the Electric Buses to be supplied to the SPVs. Hence, Company shall enter into a contract with each SPV, for sale of Electric Buses and for providing all required services including Annual Maintenance Services to enable each of the SPVs to deploy and operate the Electric Buses for its end customers.

Under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, should the value of any contract or arrangement with respect to clauses (a) to (e) of Section 188(1) of Companies Act, 2013, exceed the limits specified therein and as per Regulation 23(4) of the "Listing Regulations" all material related party Transactions shall require prior approval of the Shareholders of the Company by an Ordinary Resolution. Accordingly, considering the present business scenario of the Company,

the Audit Committee and the Board of Directors in their respective meetings held on 14<sup>th</sup> August, 2020, recommended to seek approval of the shareholders. The members are requested to consider and if thought fit to accord their approval to enter into any or all of the related party transactions from time to time with the related parties as specified above.

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the Item no. 5 of the accompanying notice as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personal of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the company or their interest as Director or shareholder or otherwise in such other related party entity, if any.

#### **ITEM NO 6:**

Members may recall that at the previous Annual General Meeting held on 09<sup>th</sup> September, 2019, Members had passed a resolution approving related party transactions on terms similar to the one listed in Item-6 of the Notice for a period of one year from the date of approval. The resolution now proposed seeks the approval of the members for a fresh period of one year for the same related party transactions as approved earlier given that it would need to cater to certain ongoing transactions and that expected in the ordinary course of business in the future.

Under rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, should the value of any contract or arrangement with respect to clauses (a) to (e) of Sub-Section (1) of Section 188, exceed the limits specified therein, prior approval of the company by an ordinary resolution is required and also pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, all Material Related Party Transactions shall require approval of the Shareholders through resolution.

Accordingly, considering the present business scenario of the Company, the Audit Committee and the Board of Directors in

their respective meeting held on 14<sup>th</sup> August, 2020, recommended to seek approval of the shareholders for a fresh period of one year, by way of Ordinary Resolution under Section 188 of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into the subject related party transactions.

Further indicating value of the transactions to be entered with EVEY or its Special Purpose Vehicles (SPVs) or its subsidiaries or its Holding Companies will be dependent upon the orders for Electric Buses to be received by the Company and EVEY from time to time and hence said approval of shareholders is being sought for 1 (one) year from the date of approval accorded.

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the Item no. 6 of the accompanying notice as **Ordinary Resolution**.

None of the Directors or Key Managerial Personal of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the company or their interest as Director or shareholder or otherwise in such other related party entity, if any.

**Item No 7:**

The Board of Directors in its meeting held on 14<sup>th</sup> August, 2020, on recommendation of the

Nomination & Remuneration Committee has appointed Mr. Chilappagari Laxmi Rajam, as an Additional Director (Non – Executive and Non - Independent Director) of the Company w.e.f. 18<sup>th</sup> August, 2020 to hold office upto the date of this Annual General Meeting. A notice proposing his appointment as a director pursuant to Section 160 of the Companies Act, 2013 has been received from a member of the Company.

The details of Mr. Chilappagari Laxmi Rajam, as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions are provided to this Notice.

Accordingly, the Board recommends the **Ordinary Resolution** as set out at Item no. 7 for approval by Shareholders.

Except Mr. Chilappagari Laxmi Rajam, none of the other Directors, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board  
**For Olectra Greentech Limited**

Sd/-  
**P. Hanuman Prasad**  
Company Secretary

Place: Hyderabad  
Date: 14<sup>th</sup> August, 2020

**Additional information on Director recommended for re-appointment as required under Secretarial Standard on General Meeting and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Name of Director</b>	<b>Mr. Venkateswara Pradeep Karumuru</b> (DIN: 02331853)		
Date of first Appointment on the Board	30 <sup>th</sup> March, 2019 (Appointed as Non - Executive and Non - Independent Director)		
Date of Birth	01 <sup>st</sup> May, 1963		
Expertise in specific functional areas	He has over 21 years of experience in business development, execution of projects and general management of EPC & aviation business.		
Educational Qualifications	Diploma in Civil Engineering		
Directorships in other Companies (As on 31 <sup>st</sup> March, 2020)	<ol style="list-style-type: none"> <li>1. Olectra Greentech Limited</li> <li>2. Turbo Megha Airways Private Limited</li> <li>3. Trujet Services Private Limited</li> <li>4. Evey Trans (MPS) Private Limited</li> <li>5. Evey Trans (NSK) Private Limited</li> <li>6. Evey Trans (SMC) Private Limited</li> <li>7. Evey Trans (IDR) Private Limited</li> <li>8. Evey Trans (KTC) Private Limited</li> <li>9. Evey Trans (UKS) Private Limited</li> </ol>		
Membership / Chairmanships of Committees of other Boards (other than the Company) (As on 31 <sup>st</sup> March, 2020)	Name of the Company	Audit Committee	Nomination and Remuneration Committee
	Turbo Megha Airways Private Limited	Member	Member
Details of remuneration sought to be paid and the remuneration last drawn by such person	Shall be entitled to sitting fees as may be decided by the Board from time to time.		
Shareholding in the Company as on 31 <sup>st</sup> March, 2020	Nil		
Relationship with Directors, Manager and KMP inter-se	Nil		
Number of Board Meetings attended during F.Y. 2019-20	3/7		

<b>Name of Director</b>	<b>Mr. CHILAPPAGARI LAXMI RAJAM</b> (DIN:00029156)	
Date of first Appointment on the Board	18 <sup>th</sup> August, 2020 (Appointed as Non-Executive and Non- Independent Director)	
Date of Birth	04/03/1951	
Expertise in specific functional areas	Mr. Chilappagari Laxmi Rajam is a qualified B.E (CIVIL) from REC Warangal in 1974 and having total experience over 45 years in the field of advising, developing and execution of the various infrastructure projects.	
Educational Qualifications	B.E (CIVIL)	
Directorships in other Companies (As on 14 <sup>th</sup> August, 2020)	1. Intercontinental Publications Private Limited 2. TT Energy Private Limited 3. Bushnak Pallava Water Services (Vizag) Private Limited 4. Intercontinental Infrastructure Limited 5. Vidarbh Infrastructure Private Limited 6. West Bengal Sew Prasad Infrastructure Limited 7. Vidarbh Homes Private Limited 8. Proinf Networks Private Limited 9. Intercontinental Digital Private Limited	
Membership / Chairmanships of Committees of other Boards (other than the Company) (As on 14 <sup>th</sup> August, 2020)	Name of the Company	Audit Committee
	West Bengal Sew Prasad Infrastructure ltd	Member
Details of remuneration sought to be paid and the remuneration last drawn by such person	Shall be entitled to sitting fees as may be decided by the Board from time to time.	
Shareholding in the Company as on 14 <sup>th</sup> August, 2020	Nil	
Relationship with Directors, Manager and KMP inter-se	Nil	
Number of Board Meetings attended during F.Y. 2019-20	Not Applicable	

## DIRECTORS' REPORT

To  
The Members,

Your Directors are pleased to present the 20<sup>th</sup> Annual Report and the audited financial statements of your Company for the year ended on 31<sup>st</sup> March, 2020.

### FINANCIAL PERFORMANCE:

The financial highlights of the Company for the year ended on 31<sup>st</sup> March, 2020 are summarized as below:

Rs. (In Lakhs)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Gross Sales	39,553.01	29,030.46	20,052.04	17,010.87
Net Sales	39,553.01	29,030.46	20,052.04	17,010.87
Other Income	2,638.72	1,512.96	2,436.26	1,491.10
Total Income	42,191.73	30,543.42	22,488.30	18,501.97
Total Expenditure	38,643.57	30,408.82	19,548.16	18,528.28
Operating Profit (PBIDT)	3,548.16	134.60	2,940.14	(26.31)
Interest	1,379.41	1,492.91	1,394.00	1,499.93
Depreciation and Write Offs	883.46	622.05	1,752.19	677.91
Profit before exceptional Items and Tax	1,285.29	(1,980.36)	(206.05)	(2,204.15)
Exceptional Items	50.00	NIL	1,940.12	NIL
Profit before Tax	1,335.29	(1,980.36)	1,734.07	(2,204.15)
Provision for taxation				
– Current	163.37	13.53	163.37	21.31
– Deferred	101.68	(636.38)	217.69	(644.05)
Extra-Ordinary Items	NIL	NIL	NIL	NIL
<b>Net Profit after tax</b>	<b>1,070.24</b>	<b>(1,357.51)</b>	<b>1,352.95</b>	<b>(1,581.40)</b>
Other Comprehensive Income				
Re-measurement gains/(losses) on defined benefit plan	(20.77)	(27.96)	(20.77)	(27.96)
Income-tax effect	5.78	7.78	5.78	7.78
Other comprehensive income for the year, net of tax	(14.99)	(20.18)	(14.99)	(20.18)
<b>Total comprehensive income for the Year</b>	<b>1,055.25</b>	<b>(1,377.69)</b>	<b>1,337.96</b>	<b>(1,601.58)</b>
Surplus brought forward from previous year	(1,112.73)	264.96	(1,336.76)	264.82
Less : Depreciation adjustment	NIL	NIL	NIL	NIL

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Balance available for appropriation	(57.48)	(1,112.73)	1.20	(1,336.76)
• Proposed Dividend on Equity Shares	NIL	NIL	NIL	NIL
• Provision for Dividend Tax	NIL	NIL	NIL	NIL
• Transfer to General Reserves	NIL	NIL	NIL	NIL
• Others	NIL	NIL	NIL	NIL
Surplus carried forward to Balance Sheet	(57.48)	(1,112.73)	1.20	(1,336.76)
Equity Share Capital (8,20,80,737 Shares of Rs 4/- each)	3,283.23	3,175.23	3,283.23	3,175.23
E.P.S (After Prior Period Items) (Rupees)	1.30	(2.16)	1.65	(2.52)
Net Worth	73,199.26	70,521.99	73,257.95	70,297.97
Book Value in rupees (face value of Rs. 4/- each)	89.18	88.84	89.25	88.56

## GENERAL REVIEW OF OPERATIONS

### Sales

During the Financial Year 2019-2020, the Company has recorded sale of 155 Electric Buses against the sale of 83 Electric buses in the Financial Year 2018-19, at a growth of 86.75% and Company has been awarded with orders for 775 Electric Buses against order for 160 Electric Buses in the Financial Year 2018-19 at a growth of 384.37%.

### Covid – 19:

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees and has paused the operations of the company in the entire period of lockdown. Although there are uncertainties due to the pandemic, this has not had material impact on the operations of the Company during the Financial Year 2019-2020.

## FINANCE:

### Standalone:

The Company has registered a growth of 36.25% in net sales to Rs.39,553.01 lakhs in FY 2019-20 as compared to Rs.29,030.46 lakhs in FY 2018-19. This was due to higher sales volumes in Electric Bus(E-bus) business. The company's net profit was Rs.1,070.24 lakhs for FY 2019-20 as compared to net loss of Rs.(1,357.51) lakhs for FY 2018-19.

### Consolidated:

The Consolidated Revenue from Operations during FY 2019-20 was Rs.20,052.04 lakhs as compared to Rs.17,010.87 lakhs in previous FY 2018-19 registering an increase of 17.88% over the previous year.

On a consolidated basis, the Net Profit was Rs.1,353.01 lakhs for FY 2019-20 as compared to net loss of Rs.1,581.41 lakhs for FY 2018-19. During the year the Company is performing its E-Bus operations for public transportation in 4 cities.

## CONTRIBUTION TOWARDS ENVIRONMENT SAFEGUARD:

Your Directors are pleased to inform you that, through the Electric Vehicles Operations, the Company reduced more than 11,500 tonnes CO<sub>2</sub> in tailpipe emission, during the year under review and this way Company has contributed a major part to safeguard environment by reducing air pollution.

## TRANSFER TO GENERAL RESERVES

No amount has been transferred to Reserves during the year.

## DIVIDEND

Considering the future growth of the Company in Electric Vehicle segment, no dividend is recommended for the financial year 2019-20.

## CHANGE IN THE NATURE OF BUSINESS

During the financial year 2019-20, there is no change in the nature of the business of the Company.

## ACCOUNTING TREATMENT

There is no change in accounting treatment in the year under review, as compared to previous Financial Year.

## CHANGES DURING THE FINANCIAL YEAR

### A) Changes in Capital Structure

The authorised share capital of the Company now stands at Rs.60,00,00,000/- (Rupees Sixty Crores Only) divided into 15,00,00,000 (Fifteen Crores Only) Equity Shares of Rs.4/- each.

The paid up equity share capital of the Company as on 31<sup>st</sup> March, 2020 is as follows:

Rs.

Paid Up Equity Share Capital as on 31 <sup>st</sup> March, 2019 (7,93,80,737 Equity share of face value of Rs. 4 /-)	31,75,22,948
--	--------------

Add: Allotted 27,00,000 Equity Shares during the year pursuant to the conversion of warrants (27,00,000 Equity Shares of face value of Rs.4/- each)	1,08,00,000
Paid up Share Capital as on 31 <sup>st</sup> March, 2020 (8,20,80,737 Equity Shares of face value of Rs. 4/- each)	32,83,22,948

On 09<sup>th</sup> April, 2020 the Company has allotted 27,00,000 equity shares to M/s. Goldstone Power Private Limited (belonging to the Promoter Group), pursuant to the conversion of remaining 27,00,000 warrants out of 54,00,000 warrants held by them, which were originally allotted to them on 09<sup>th</sup> October, 2017.

### B) Board of Directors and/or Key Managerial Personnel

- i) In accordance with provisions of Section 152 of the Companies Act, 2013, Mr. Venkateswara Pradeep Karumuru (DIN: 02331853), Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends the reappointment of Mr. Venkateswara Pradeep Karumuru (DIN: 02331853) for the consideration of the members of the Company.
- ii) Mr. Chilappagari Laxmi Rajam (DIN: 00029156) was appointed as an Additional Director of the Company (by the Board of Directors in their Meeting held on 14<sup>th</sup> August, 2020) w.e.f. 18<sup>th</sup> August, 2020 to hold office till the conclusion of the 20<sup>th</sup> Annual General meeting of the Company in 2020.

Board of Directors recommends his candidature to regularise as Director (Non-Executive and Non-Independent category) of the Company.



Hence his appointment as Director is put before you for your approval.

- iii) Mr. N K Rawal (DIN 01630545) Managing Director of the Company had resigned from the position of Managing Director as well as Director of the Company and the Board of Directors of the Company in their Meeting held on 14<sup>th</sup> August, 2020 accepted the said resignation w.e.f. 18<sup>th</sup> August, 2020.
- iv) Mr. B. Sharat Chandra, Chief Financial Officer of the Company has been appointed as Chief Executive Officer of the Company in the Board Meeting held on 14<sup>th</sup> August, 2020 w.e.f. 15<sup>th</sup> August, 2020. has been appointed as Chief Executive officer of the Company w.e.f. 15<sup>th</sup> August, 2020.

Brief profiles of Directors being appointed / reappointed at the forthcoming twentieth Annual General Meeting have been given in the Notice.

### **KEY MANAGERIAL PERSONNEL**

The following are the Key Managerial Personnel as on 31<sup>st</sup> March, 2020:

- Mr. N.K. Rawal, Managing Director.
- Mr. Nerusu Naga Satyam, Executive Director (DIN: 02600472)
- Mr. B. Sharat Chandra, Chief Financial Officer
- Mr. P. Hanuman Prasad, Company Secretary

### **ANNUAL EVALUATION OF PERFORMANCE OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS**

It is the general practice of the Company to conduct the Independent Directors Meeting at the end of the Financial Year so that they will review the whole scenario of the company. But due to the Covid impact, Independent Directors were not able to meet at the end of the year. Further, The Ministry of Corporate Affairs ("MCA") in the circular 11/2020 dated 24<sup>th</sup> March, 2020 clarified that, if the Independent Directors of a company have not been able to hold such a meeting, the same shall not be viewed as a violation for the financial year 2019-20.

Hence, Independent Directors has conveyed their views through telephone and separate meeting of Independent Directors was held on 27<sup>th</sup> June, 2020 for financial year 2019-20. They have reviewed the performance of the Non-Independent Directors and the Board as a whole, reviewed the performance of Chairperson of the Company and assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Board of Directors in their meeting held on 27<sup>th</sup> June, 2020 also evaluated the annual performance of the Board as a whole, its committee's and the directors individually (for the Financial Year 2019-20), in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with specific focus on the performance and effective functioning of the Board and Individual Directors.

The manner in which the evaluation has been carried out has been explained in the corporate governance report.

### **MEETINGS**

During the year under review, Seven (7) Board Meetings, Five (5) Audit Committee & Four (4) Stakeholders Relationship Committee Meetings, Four (4) Nomination and Remuneration Committee Meetings were held.

The details of which are given in the Corporate Governance Report.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The details of training and familiarization programs for Independent Directors are reported in the corporate governance report and on the website of the Company at [www.olectra.com](http://www.olectra.com).

### **BOARD DIVERSITY**

The Policy on Board diversity of the Company

devised by the Nomination and Remuneration Committee and approved by the Board is available on the website of the Company at [www.olectra.com](http://www.olectra.com)

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134(5) of The Companies Act, 2013, the Directors, to the best of their knowledge and belief, state that:

- a) In the preparation of Annual Accounts for the Financial Year ended 31st March, 2020 the applicable accounting standards have been followed and that there are no material departures;
- b) such accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2020 and of the profit of the Company for that period;
- c) proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Annual Accounts For the FY ended 31<sup>st</sup> March, 2020 have been prepared on a going concern basis;
- e) internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f) Proper systems have been devised by the Company to ensure compliance with the provisions of applicable laws and such systems were adequate and are operating effectively.

## **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES - THEIR PERFORMANCE**

During the beginning of the financial year, Company has three subsidiaries and a Joint

Venture namely TF Solar Private Limited, Evey Trans Private Limited, Oha Commute Private Limited and SSISPL-OGL-BYD Consortium respectively.

However, during the year under review;

1. Pursuant to resolution passed by the shareholders in their meeting held on 09<sup>th</sup> September, 2019 and post transfer of the entire equity shareholding (of Evey Trans Private Limited) to MEIL Holdings Limited, Evey Trans Private Limited and OHA Commute Private Limited ceased to be subsidiaries of the Company w.e.f. 13<sup>th</sup> January, 2020.
2. Company has subscribed 26% stake in Evey Trans (SMC) Private Limited on 27<sup>th</sup> January, 2020.

The Company has adopted a Policy for determining Material Subsidiaries in line with Regulation 16 of the SEBI (LODR) Regulations. The Policy, as approved by the Board, is uploaded on the Company's website [www.olectra.com](http://www.olectra.com)

The Financial Statements of all Subsidiaries, Associates and Joint Venture as at 31st March, 2020, have been consolidated with the Financial Statements of the Company. The Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020, forms part of this Annual Report.

Pursuant to Section 129(3) of the Companies Act, 2013, a Statement containing the salient features of the financial statements of Subsidiaries, Associate Companies and Joint Ventures in Form AOC-1 appears in **Annexure-1** to this Annual Report.

Further pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company [www.olectra.com](http://www.olectra.com).

## **DEPOSITS**

During the financial year, your Company has neither accepted nor renewed any deposits from

the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has an Internal Audit and Internal Control System, commensurate with the size, scale and complexity of its operations. In order to maintain its objective and independence, the Internal Auditors reports to the Chairman of the Audit Committee.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to Section 135 of the Companies Act, 2013 as on 31<sup>st</sup> March, 2020, the Company is having Corporate Social Responsibility Committee consisting of Mr. M. Gopalakrishna (Chairman), Mr. B. Appa Rao and Mr. N.K. Rawal.

The Corporate Social Responsibility Committee periodically recommends the activities to be taken up under the CSR policy. The Corporate Social Responsibility Policy is posted under the Company's website at [www.olectra.com](http://www.olectra.com).

As per the CSR policy, during the year 2019-20, the Company implemented CSR activities and the details of the same are given in **Annexure-2**

### **INSURANCE**

- All the Properties of the Company including its building, plant & machinery and stocks have been adequately insured;

- Your Company as good corporate practice has taken Directors & Officers Insurance policy for all the Directors of the Company including Independent Directors of the Company.

### **RELATED PARTY DISCLOSURES**

Related party transactions entered during the financial year under review and are disclosed in Note 33 to the Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2020. These transactions entered were at an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure-3** to the Board's Report.

The policy on Related Party Transactions as approved by the Board was uploaded on the Company's website at [www.olectra.com](http://www.olectra.com).

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promotor group which holds 10% or more shareholding in the listed entity are disclosed in Note 33 to the Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2020.

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of The Companies Act, 2013 are given in Note 7 & 33 to Financial Statements.

### **AUDITORS AND AUDITORS REPORTS**

#### **Statutory Auditor:**

The members at the 17<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017 had appointed M/s. PCN & Associates, Chartered Accountants, {Firm Registration

No.016016S}, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 22<sup>nd</sup> Annual General Meeting to be held in the year 2022.

The ratification of appointment of statutory auditor is not required as per the first proviso of Section 139 (1) by the Companies (Amendment) Act, 2017 effective from 07<sup>th</sup> May, 2018, accordingly the ratification of appointment of statutory auditor is not proposed.

#### **Statutory Auditors' Report:**

The Report of the Auditors for the year ended 31<sup>st</sup> March, 2020 forming part of this Annual Report and does not contain any qualification, reservation, observation, adverse remark or disclaimer.

#### **Cost Auditor:**

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Board of Directors, based on the recommendation of the Audit Committee, has been re-appointed M/s. EVS & Associates, Cost Accountants, as Cost Auditor of the Company, for conducting the Cost Audit for the financial year ended 31<sup>st</sup> March, 2021, at a remuneration of Rs. 1,60,000 plus applicable taxes and reimbursement of out of pocket expenses. The remuneration requires ratification by shareholders. Accordingly, an appropriate resolution has been incorporated in the Notice convening the 20<sup>th</sup> Annual general Meeting, for seeking member's approval.

The Cost Accounts and Records of the company are duly prepared and maintained as required under Section 148(1) of the Companies Act, 2013.

#### **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Act and the rules made there under, the Company had appointed M/s. VCSR & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2020. The Secretarial Audit Report issued in this regard is annexed as **Annexure-4** to this Report.

#### **SECRETARIAL STANDARDS**

The Company complies with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **Internal Auditors:**

The Company has re-appointed, M/s. VDNR & ASSOCIATES, Chartered Accountants, Hyderabad, as Internal Auditors of the company for conducting the internal audit (for both Insulator and E-BUS Segments) for the period 01<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021 on recommendation by the audit committee.

#### **COPY OF ANNUAL RETURN**

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the annual return for FY 2019-20 is given in **Annexure-5** in the prescribed Form No. MGT-9, which is a part of this report. The same is available on [www.olectra.com](http://www.olectra.com).

#### **LISTING ON STOCK EXCHANGES**

The Company's shares are listed on BSE Limited and National Stock Exchange of (India) Limited.

We are pleased to share that your Company is one of the top 1000 Listed entities and holds the position of 729, as per the Market Capitalization as on 31<sup>st</sup> March, 2020. (Source: <https://www.nseindia.com/regulations/listing-compliance/nse-top-1000-companies>)

#### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

As per the requirements of Regulation 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Corporate Governance and Management Discussion & Analysis Reports forms form part this report as **Annexure-6 and Annexure-7**

#### **PARTICULARS OF EMPLOYEES**

In terms of the first proviso to Section 136 of the Act, the Reports and Accounts are being sent to the Shareholders excluding the information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014. Any shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. The said information is available for inspection by the Members at the Registered Office of the Company on any working day of the Company up to the date of the 20th Annual General Meeting.

The statement containing information as required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure-8** and forms part of this Report

#### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT**

- The Company had issued & allotted 91,00,000 warrants to MEIL Holding Limited (MHL) on 10th October 2018 and an amount equivalent to 25% of the consideration has been received at the time of allotment of warrants and balance 75% of such consideration was to be paid before the allotment of the equity shares upon exercise of option against warrants within a period of 18 months from the date of issue of warrants. As MHL has not exercised the said option and not paid the 75% balance consideration within the period of 18 months from the date of issue of warrants, the amount already paid by MHL (25%) has been forfeited on 10th April 2020.
- Company has acquired 26% stake in the Evey Trans (SIL) Private Limited on 13th June, 2020.

#### **OTHER MATERIAL CHANGES:**

- For administrative convenience, Company has shifted its registered office from Centre Point Building, 4th Floor, Plot # 359 to 363/401, US Consulate Lane, Begumpet, Secunderabad, Telangana-500016 to S-22, 3rd Floor, Technocrat Industrial

Estate, Balanagar Hyderabad, Telangana - 500037 w.e.f. 01.07.2020

- Mr. N. K. Rawal, Managing Director of the Company resigned from the office of Managing Director and Director and the Board of Directors of the Company in their Meeting held on 14<sup>th</sup> August, 2020 accepted the said resignation w.e.f. 18<sup>th</sup> August, 2020
- Mr. Chilappagari Laxmi Rajam is appointed as an Additional Director of the Company in the category of Non-Executive and Non-Independent in the Board meeting held on 14<sup>th</sup> August, 2020 w.e.f. 18<sup>th</sup> August, 2020.
- Mr. Sharat Chandra, Chief Financial Officer of the Company has been appointed as Chief Executive Officer of the Company in the Board Meeting held on 14<sup>th</sup> August, 2020 w.e.f. 15<sup>th</sup> August, 2020.

Other than stated above, there are no material changes and commitments affecting the financial position of the Company from the financial year ended 31<sup>st</sup> March, 2020 to the date of signing of the Director's Report.

#### **CODE OF CONDUCT**

The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The Code laid down by the Board is known as "Code of Ethics & Business Conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website at [www.olectra.com](http://www.olectra.com)

Further all the Independent Directors and senior management confirmed the compliance of code of conduct and a declaration has been issued by the Managing Director of the Company stating that the directors and senior management of the company are in compliance with the code of conduct forms part of the Corporate Governance Report.

#### **PREVENTION OF INSIDER TRADING:**

In accordance with the Securities and Exchange

Board of India (Prohibition of Insider Trading) Regulations, 2015, company has the following policies and hosted on the website of the Company:

- i) Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading By Insiders;
  - For fair disclosure of events and occurrences that could impact price discovery in the market for its securities.
- ii) Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
  - To regulate, monitor and report trading by its designated persons and immediate relatives of designated persons

The Board is responsible for implementation of the Code. All the Directors and the designated employees of the Company have confirmed the compliance with the Code.

### **REMUNERATION POLICY**

The Board of Directors, on recommendation of the Nomination & Remuneration Committee (NRC), framed a Nomination and Remuneration Policy for directors' appointment and remuneration.

The salient features of the said policy includes the criteria for determining qualifications, positive attributes and independence of a director in addition to recommending the remuneration for the directors, key managerial personnel and other employees.

The said Policy is available on the company's website at [www.olectra.com](http://www.olectra.com)

### **RISK MANAGEMENT POLICY**

In pursuant to the provisions of the Section 134 (3)(n) of The Companies Act 2013, the Company has formulated risk management policy to mitigate and manage the risk including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

The policy on Risk Management is available on the website of the Company [www.olectra.com](http://www.olectra.com).

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Board of Directors, on recommendation of the Audit Committee, established a vigil mechanism for Directors and Employees and accordingly adopted the "Whistle Blower Policy" pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, to facilitate Directors and Employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and to provide adequate safeguards against victimization of persons who use such mechanism and to provide for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The said policy can be accessed on website of the Company at the link [www.olectra.com](http://www.olectra.com).

### **SEXUAL HARASSMENT POLICY**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year ended 31<sup>st</sup> March, 2020, the Company has not received any Complaints pertaining to Sexual Harassment. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Further the Company has already registered the details of Internal Complaint Committee with Women Development and Child Welfare Department, Government of Telangana, India at the portal "<http://tshebox.tgwdcw.in>" launched by them in this regard.

## **OTHER POLICIES UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Company has also formulated and adopted the following policies as required under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Archival Policy
- Determination of Materiality of Events
- Preservation of Documents Policy

All policies are available on our website at [www.olectra.com](http://www.olectra.com).

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Sec 134 (3) (m) of The Companies Act, 2013 read with Rule 8 of The Companies (Account) Rules, 2014 are mentioned in **Annexure-9** to this Report.

## **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149**

All Independent Directors have furnished to the Company the requisite declarations that they meet the relevant independence criteria as laid

down in Section 149(6) of The Companies Act, 2013, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There were no material orders passed by the Regulators or Courts or Tribunal impacting the Company's going concern status and/or its future operations.

## **ACKNOWLEDGEMENTS**

The Board of Directors thank the Company's customers, suppliers, dealers, banks, financial institutions, Government and Regulatory authorities and consultants for their continued support. The Directors express their sincere gratitude to the shareholders and also wish to place on record their appreciation for the committed services rendered by all the employees of the Company.

**For and on behalf of the Board**

Sd/-  
**N. K. Rawal**  
Managing Director  
DIN: 01630545

Sd/-  
**N. Naga Satyam**  
Executive Director  
DIN: 02600472

Place: Hyderabad  
Date: 14<sup>th</sup> August, 2020

**FORM AOC-1**

(Pursuant to first proviso Section 129(3) read with Rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of Subsidiaries/  
Associate Companies/ Joint Ventures**
**Part "A": Subsidiaries**
**(Rs. In Lakhs)**

<b>S. No.</b>	<b>Name of the subsidiary</b>	<b>TF Solarpower Private Limited</b>	<b>Evey Trans Private Limited</b>	<b>OHA Commute Private Limited</b>
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 March, 2020	31 March, 2020	31 March, 2020
2.	Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Indian Rupee	Indian Rupee	Indian Rupee
3.	Share capital	601.00	500.00	1.00
4.	Reserves & surplus	(601.14)	38.07	(0.30)
5.	Total assets	0.36	34,317.10	0.36
6.	Total Liabilities	0.50	33,779.03	0.50
7.	Investments	--	9.74	--
8.	Turnover	--	2,241.71	--
9.	Profit before taxation	--	10.45	--
10.	Provision for taxation	--	2.30	--
11.	Profit after taxation	--	8.15	--
12.	Proposed Dividend	--	-	--
13.	% of shareholding	100%	Nil	Nil

**Name of the Subsidiaries which are yet to commence operations:**

TF Solarpower Private Limited

**Names of subsidiaries which have been sold during the year:**

Evey Trans Private Limited and OHA Commute Private Limited ceased to be subsidiaries of the Company w.e.f.13.01.2020



**Part "B": Associates and Joint Ventures**
**(Rs. In Lakhs)**

S. No.	Name of the Joint Venture	Joint Venture	Associates
		SSISPL-OGL-BYD Consortium	#Evey Trans (SMC) Private Limited
1.	Latest audited Balance Sheet Date	31-03-2020	31-03-2020
2.	<b>Shares of Associate/Joint Ventures held by the company on the year end</b>		
	No.	Not Applicable	2600
	Amount of Investment in Associates/ Joint Venture	1.00	0.26
	Extend of Holding %	99.98%	26.00%
3.	Description of how there is significant influence	Joint Venture	Associate Company
4.	Reason why the associate/joint venture is not consolidated	Not Applicable (Considered in Consolidation)	Not Applicable (Considered in Consolidation)
5.	Networth attributable to Shareholding as per latest audited Balance Sheet	268.91	0.26
6.	Profit / Loss for the year	293.34	NIL
	i. Considered in Consolidation	293.34	NIL
	ii. Not Considered in Consolidation	NA	NA

#Evey Trans (SMC) private Limited became an associate to the Company w.e.f. 27.01.2020

**For and on behalf of the Board**

Place: Hyderabad  
Date: 14<sup>th</sup> August, 2020

Sd/-  
**N. K. Rawal**  
Managing Director  
DIN:01630545

Sd/-  
**N. Naga Satyam**  
Executive Director  
DIN: 02600472

**REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

(Pursuant to Sec 135 of the Companies Act, 2013 read with Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

1. A brief outline of the Company's CSR Policy is as follows:
  - Eradicating hunger, poverty & malnutrition, promoting preventive health care & sanitation & making available safe drinking water;
  - Promotion of education, including special education & employment enhancing vocation skills especially among children, women, elderly & the differently unable & livelihood enhancement projects;
  - Promoting gender equality and empowering women , setting up homes & hostels for women & orphans, setting up old age homes, day care centers& such other facilities for senior citizen & measures for reducing inequalities faced by socially & economically backwards groups:
  - Reducing child mortality and improving maternal health by providing good hospital facilities and low cost medicines ;
  - Promoting accident help centers and providing with hospital and dispensary facilities with more focus on clean and good sanitation so as to combat human immune deficiency virus, acquired immune deficiency syndrome, malaria and other diseases:
  - Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agro forestry, conservation of natural resources & maintaining quality of soil, air & water:
  - employment enhancing vocational skills;
  - Imparting familiarization Programs for upgrading the professional skills and knowledge;
  - Protection of national heritage, art & culture including restoration of building & sites of historical importance & works of arts; setting up public libraries; promotion & development of traditional arts & handicrafts;
  - Measures for the benefits of armed forces veterans, war widows & their dependents;
  - Training to promote rural sports, nationally recognized sports, sports & olympic sports;
  - Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the women;
  - Contribution or funds provided to technology incubators located within academic institution, which are approved by the Central Government;
  - Contribution to Rural development projects etc., and Slum area development
  - The Company's CSR policy has been hosted on the company's website and the web link is: [www.olectra.com](http://www.olectra.com)

2. Composition of CSR Committee as on 31<sup>st</sup> March, 2020:

Mr.M.Gopalakrishna	-	Chairperson	(Independent Non-Executive Director)
Mr.B.Appa Rao	-	Member	(Independent Non-Executive Director)
Mr.N.K.Rawal	-	Member	(Managing Director)

3. Average Net Profit of the Company for the last 3 financial years:

The average net profit for the last three financial years is Rs.56.32 lakhs.

4. Prescribed CSR Expenditure (two percent of the amount as mentioned at item 3 above):

The Company is required to spend Rs.1,12,644 during financial year 2019-20.

5. Details of CSR spent for the financial year:

S. No.	CSR project or activity identified	Sector in which the project is covered	Projects of programs 1)Local area or other 2) Specify the State and district where projects or programme was undertaken	Amount outlay in Rupees (budget) project or programs wise	Amount spent on the projects or programs in Rupees sub-heads: 1) Direct Expenditure on the projects or programs 2) Over heads	Cumulative expenditure up to reporting period	Amount spent: Direct or through implementing agency
1.	AIS Pensioner Association Telangana & AP States	Welfare	Telangana & Hyderabad	56,705	56,705	-	AIS Pensioner
2.	Ishva Foundation	Welfare	Telangana & Hyderabad	10,000	10,000		Ishva foundation
3.	The Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM Cares Fund)	COVID relief activities	Across the country	10,00,000	10,00,000	-	PM Cares
<b>Total</b>				<b>10,66,705</b>	<b>10,66,705</b>	<b>--</b>	

6. Reasons for unspent amount pertaining to previous years:

The Company continuously strives to ensure full utilization of the allocated CSR budget. For the unspent amount as per the average profits, the Company is in the process of identifying and finalizing suitable ways for spending for CSR activities. Once it is finalized, the said amount will be spent by the Company.

7. The implementation and monitoring of CSR policy is in compliance with the CSR objectives and Policy of the Company.

**For and on behalf of the Board**

Sd/-

**M. Gopalakrishna**

Director

Chairperson of CSR Committee

DIN: 00088454

Sd/-

**N. K. Rawal**

Managing Director

DIN:01630545

Place: Hyderabad

Date: 14<sup>th</sup> August, 2020

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

**A. Details of contracts or arrangements or transactions not at Arm's length basis.**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name(s) of the related party & nature of relationship	Nil
2.	Nature of contracts/arrangements/transaction	Nil
3.	Duration of the contracts/arrangements/transaction	Nil
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
5.	Justification for entering into such contracts or arrangements or transactions'	Nil
6.	Date of approval by the Board	Nil
7.	Amount paid as advances, if any	Nil
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

**B. Details of contracts or arrangements or transactions at Arm's length basis:**

<b>S. No.</b>	<b>Name (s) of the related party</b>	<b>Nature of Relationship</b>	<b>Nature of contracts/arrangements/transaction</b>	<b>Duration of the contracts / arrangements / transaction</b>	<b>Salient terms of the contracts or arrangements or transaction including the value, if any (In Lakhs)</b>	<b>Amount paid as advances, if any</b>
1	Trinity Infra ventures Limited	Promoter	Interest Income	As per the terms of the respective contracts or arrangements entered into by the Company	125.00	NIL
2	Megha Engineering and Infrastructures Limited	Holding Company of Promoter (MEIL Holdings Limited)	Sale of goods and services		538.85	NIL

S. No.	Name (s) of the related party	Nature of Relationship	Nature of contracts/arrangements/transaction	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transaction including the value, if any (In Lakhs)	Amount paid as advances, if any
3	Evey Trans Private Limited	Wholly Owned subsidiary of Promoter (MEIL Holdings Limited)	Inter Corporate Loan	As per the terms of the respective contracts or arrangements entered into by the Company	974.35	NIL
			Interest Income		322.73	
			Sale of goods and services		17,779.86	
			Lease Rentals		2,006.86	
4	SSISPL-OGL-BYD Consortium	Joint Venture	Inter Corporate Loan Repaid		137.86	NIL
			Interest Income		13.02	
5	Trinity Cleantech Private Limited	Subsidiary of one of the Promoter (Trinity Infraventures Limited)	Purchase of Materials and Capital Goods		456.29	NIL
			Lease Rentals		85.68	
6	Evey Trans SMC Private Limited	Associate	Investment		0.26	NIL

**For and on behalf of the Board**

Sd/-

**N. K. Rawal**

Managing Director

DIN:01630545

Sd/-

**N. Naga Satyam**

Executive Director

DIN: 02600472

Place: Hyderabad  
Date: 14<sup>th</sup> August, 2020

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

[Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members of  
**OLECTRA GREENTECH LIMITED**  
(formerly, Goldstone Infratech Limited)  
**Hyderabad**

We have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by **M/s. Olectra Greentech Limited** (formerly, Goldstone Infratech Limited) (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

1. Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
2. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020 ("Audit Period") according to the provisions of:
  - i) The Companies Act, 2013 (the Act) and the rules made there-under;
  - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
  - iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the Extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and dealing with client;
    - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015;

- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and 2018;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company);
- (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period);
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period);
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
- vi) Factories Act, 1948;
- vii) Payment of Wages Act, 1936 and rules made thereunder:
- viii) The Minimum Wages Act, 1948 and rules made thereunder:
- ix) Employees State Insurance Wages Act, 1948 and rules made thereunder:
- x) The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and rules made thereunder:
- xi) The Payment of Bonus Act, 1965 and rules made thereunder:
- xii) Payment of Gratuity Act, 1972 and rules made thereunder:
- xiii) The Water (Prevention & Control of Pollution Act, 1974, read with Water (Prevention & Control of Pollution Rules, 1975:
- xiv) The Motor Vehicles Act, 1988.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India related to board and general meetings.

We report that during the period under review the Company has complied with provisions of the applicable Acts, Rules, Regulations and Guidelines as mentioned above.

3. We, further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice was given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent as per the applicable norms.
- (c) All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

- (d) It is also noted that the Company has an adequate Internal Audit System and process, commensurate with the size and operation of the Company to constantly monitor and to ensure compliance with applicable laws, rules, regulations and guidelines.
4. We further report that the Company has complied with other laws applicable to the Company as per the representations made by the Management.

**For VCSR & Associates**  
Company Secretaries

Sd/-

**(Ch. Veeranjanyulu)**

M No. F6121

C P No.: 6392

UDIN: F006121B000558629

Place: Hyderabad

Date: 07<sup>th</sup> August, 2020

**Note:** This report is to be read with our letter of even date which is annexed as '(Annexure- A)' and forms an integral part of this report.



## Annexure A

To  
The Members,

**OLECTRA GREENTECH LIMITED**  
(Formerly , Goldstone Infratech Limited)  
Secunderabad

Our report of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For VCSR & Associates**  
Company Secretaries

Sd/-

**(Ch. Veeranjanyulu)**

M No. F6121

C P No.: 6392

UDIN: F006121B000558629

Place: Hyderabad

Date: 07<sup>th</sup> August, 2020

**Form No. MGT-9**
**EXTRACT OF ANNUAL RETURN**

 As on the financial year ended on 31<sup>st</sup> March, 2020

of

**OLECTRA GREENTECH LIMITED  
(FORMERLY, GOLDSTONE INFRATECH LIMITED)**

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L34100TG2000PLC035451
ii)	Registration Date	11 <sup>th</sup> October, 2000
iii)	Name of the Company	OLECTRA GREENTECH LIMITED (FORMERLY, GOLDSTONE INFRATECH LIMITED)
iv)	Category / Sub-Category of the Company	Public Limited/Limited by Shares
v)	Address of the Registered office and contact details	As on 31 <sup>st</sup> March, 2020 Centre Point Building, 4 <sup>th</sup> Floor, Plot# 359 to 363/ 401, US Consulate Lane, Begumpet, Secunderabad, Telangana – 500 016  <u>w.e.f 01<sup>st</sup> July, 2020</u> S-22 ,3rd Floor, Technocrat Industrial Estate Balanagar Hyderabad, Telangana – 500 037 Email: info@olectra.com Website: www.olectra.com
vi)	Whether listed company	Yes BSE Limited National Stock Exchange of India Limited
vii)	Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Aarathi Consultants Private Limited 1-2-285, Domalaguda, Hyderabad 500 029. Phone : 040-27638111/4445, Fax: 040-27632184 E-mail id : info@aarthiconsultants.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated;

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Power Insulators	2610 Electrical Insulators	29.53
2.	Electric Bus	2910	70.47

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	TF Solarpower Private Limited Address : 9-1- 83 & 84, Amarchand Sharma Complex, S D Road, Secunderabad 500003	U40106TG2007PTC055617	Subsidiary	100%	2 (87) (ii)
2.	Evey Trans (SMC) Private Limited Address: S-22, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana - 500037	U74999TG2020PTC1387363	Associate	26%	2 (6)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of total Equity)

Category of shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A Promoter</b>									
1. Indian	-	-	-	-	-	-	-	-	-
a. Individual/HUF	5,71,350	-	5,71,350	0.72	5,71,350	-	5,71,350	0.70	(0.02)
b. Central Government	-	-	-	-	-	-	-	-	-
c. State Government	-	-	-	-	-	-	-	-	-
d. Bodies Corporates	4,69,76,166	-	4,69,76,166	59.18	4,99,07,167	-	4,99,07,167	60.80	1.62
e. Banks /FI	-	-	-	-	-	-	-	-	-
f. Any others	-	-	-	-	-	-	-	-	-
<b>Sub Totals (A) (1)</b>	<b>4,75,47,516</b>	<b>-</b>	<b>4,75,47,516</b>	<b>59.90</b>	<b>5,04,78,517</b>	<b>-</b>	<b>5,04,78,517</b>	<b>61.50</b>	<b>1.60</b>
2. Foreign	-	-	-	-	-	-	-	-	-
a. NRIs Individuals	-	-	-	-	-	-	-	-	-
b. Other individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp.	-	-	-	-	-	-	-	-	-
d. Banks/Fiis	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
<b>Sub Totals (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	<b>4,75,47,516</b>	<b>-</b>	<b>4,75,47,516</b>	<b>59.90</b>	<b>5,04,78,517</b>	<b>0</b>	<b>5,04,78,517</b>	<b>61.50</b>	<b>1.60</b>

Category of shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>B. Institutions</b>									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Banks/Financial Institutions	29,569	-	29,569	0.04	52,937	-	52,937	0.06	0.02
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govt	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance companies	-	-	-	-	-	-	-	-	-
g. Foreign Portfolio Investors	24,22,190	-	24,22,190	3.05	24,62,567	-	24,62,567	3.00	(0.05)
h. Foreign Ventures Capital Investors	-	-	-	-	-	-	-	-	-
i. Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Subtotal B (1)</b>	<b>24,51,759</b>		<b>24,51,759</b>	<b>3.09</b>	<b>25,15,504</b>		<b>25,15,504</b>	<b>3.06</b>	<b>(0.03)</b>
<b>2. Non-Institutions</b>									
i. Indian	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individuals	-	-	-	-	-	-	-	-	-
i. Individual shareholding nominal share Capital up to Rs 2Lakhs	68,15,332	98,978	69,14,310	8.71	81,10,830	82,878	81,93,708	9.98	1.27
ii. Individual shareholding nominal share Capital excess of Rs 2 lakhs	71,76,760	-	71,76,760	9.04	72,57,818	-	72,57,818	8.84	(0.20)
c. others (specify)									
i) Non - resident Indian	2,27,827	-	2,27,827	0.29	1,96,417	-	1,96,417	0.24	(0.05)
ii) Clearing members	1,56,895	-	1,56,895	0.20	1,52,615	-	1,52,615	0.19	(0.01)
iii) NBFCs registered with RBI	1,08,277	-	1,08,277	0.14	-	-	-	-	(0.14)
v) Bodies Corporate	1,45,94,333	-	1,45,94,333	18.37	1,30,41,922	-	1,30,41,922	15.89	(2.50)
vi) Foreign Nationals	52	-	52	0.00	52	-	52	0.00	0.00
v) IEPF	2,03,008	-	2,03,008	0.26	2,44,184	-	2,44,184	0.30	0.04
<b>SUB TOTALS B(2)</b>	<b>2,92,82,484</b>	<b>98,978</b>	<b>2,93,81,462</b>	<b>37.01</b>	<b>2,90,03,838</b>	<b>82,878</b>	<b>2,90,86,716</b>	<b>35.44</b>	<b>1.57</b>
<b>TOTAL PUBLIC SHAREHOLDING (B)=B(1)+B(2)</b>	<b>3,17,34,243</b>	<b>98,978</b>	<b>3,18,33,221</b>	<b>40.10</b>	<b>3,15,19,342</b>	<b>82,878</b>	<b>3,16,02,220</b>	<b>38.50</b>	<b>(1.60)</b>
C. Share held by Custodian For GDRs & ADR	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>7,92,81,729</b>	<b>98,978</b>	<b>7,93,80,737</b>	<b>100.00</b>	<b>8,19,97,859</b>	<b>82,878</b>	<b>8,20,80,737</b>	<b>100.00</b>	<b>-</b>

**ii) Shareholding of Promoters:**

S. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year 31.03.2020			% change in share during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	M/s. MEIL Holdings Limited	3,65,00,001	45.98%	-	3,70,72,359	45.17%	-	(0.81)
2.	M/s. Trinity Infraventures Limited	77,76,165	9.80%	7.31%	74,34,808	9.06%	8.96%	(0.74)
3.	M/s. Goldstone Power Private Limited	27,00,000	3.40%	-	54,00,000	6.58%	-	3.18
4.	Mr. L.P. Sashikumar	5,34,350	0.67%	-	5,34,350	0.65%	0.61%	(0.02)
5.	Mr.P.S. Parthasarathy	37,000	0.05%	-	37,000	0.05%	-	-

**iii) Change in Promoter's Shareholding:**

S. No.	Name of the Promoter	Change in %
1.	MEIL Holdings Limited	(0.81)
2.	Trinity Infraventures Limited	(0.74)
3.	Goldstone Power Private Limited	3.18
4.	Mr. L.P.Sashikumar	Nil
5.	Mr.P.S.Parthasarathy	Nil

Note: The change in percentage of shareholding of promoters is due to increase in paid-up capital of the Company (conversion of 27,00,000 warrants held by Goldstone Power Private Limited into equity shares) and acquisition of shares by MEIL Holdings Limited through secondary market.

**iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

S. No.	Name of the Shareholders	Shareholder at the beginning of the year as on 01.04.2019		Shareholder at the end of the year as on 31.3.2020		Change in shareholding during the year	
		No of Shares	% of total shares of the Company	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Gyanmay Investment Advisors LLP	1,12,00,000	14.11	1,06,45,435	12.97	5,54,565	(1.14)
2	Jupiter India Fund <sup>^</sup>	-	-	18,16,729	2.21	18,16,729	2.21
3	Malav J Shah	13,96,850	1.76	13,96,850	1.70	-	*(0.06)
4	Samit R. Bhartia	7,05,000	0.89	6,81,539	0.83	(23,461)	(0.06)
5	Edelweiss Custodial Services Limited <sup>^</sup>	1,61,456	0.20	4,74,154	0.58	3,12,698	0.38
6	Aggarwal Rakesh	4,36,525	0.55	4,36,525	0.53	Nil	*(0.02)
7	Narendra Kumar Kamaraju <sup>^</sup>	-	-	3,60,000	0.44	3,60,000	0.44
8	Jupiter South Asia Investment Company Limited - South Asia Access Fund	3,94,722	0.50	3,40,026	0.41	(54,696)	(0.09)
9	Sameer Baisiwala	3,79,866	0.48	3,22,361	0.39	(57,505)	(0.09)
10	Polus Global Fund	3,13,812	0.39	2,95,812	0.36	(18,000)	(0.03)

**Notes:**

<sup>^</sup> Not in the List of Top 10 Shareholders as on 01.04.2019. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2020.

\* For some of the Shareholders even though no of shares are same for both the financial years % of shares changed due to increase capital of the Company

**v) Shareholding of Directors and Key Managerial Personnel:**

The details of the shareholding of Directors and Key Managerial Personnel of the Company are as under:

S. No.	For Each of the Directors	Shareholding at the beginning of the year		Date	Increase/Decrease	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
<b>A</b>	<b>DIRECTORS</b>							
1.	Mr. Venkateswara Pradeep Karumuru	Nil	NA	01-04-19 to 31-03-20	Nil	NA	Nil	NA
2.	Mr. M. Gopalakrishna	Nil	NA	01-04-19 to 31-03-20	Nil	NA	Nil	NA

S. No.	For Each of the Directors	Shareholding at the beginning of the year		Date	Increase/Decrease	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
3.	Mr. B.Appa Rao	Nil	NA	01-04-19 to 31-03-20	Nil	NA	Nil	NA
4.	Justice Mrs. Gyan Sudha Misra (Retd.)	Nil	NA	01-04-19 to 31-03-20	Nil	NA	Nil	NA
<b>B. KEY MANAGERIAL PERSONNEL (KMP)</b>								
1.	Mr. N. K. Rawal	10,000	0.01	01-04-19 to 31-03-20	Nil	NA	10,000	0.01
2.	Mr. N. Naga Satyam	25,000	0.03	01-04-19 to 31-03-20	Nil	NA	25,000	0.03
3.	Mr. B. Sharat Chandra (Chief Financial Officer)	Nil	NA	01-04-19 to 31-03-20	Nil	NA	Nil	NA
4.	Mr.P. Hanuman Prasad (Company Secretary)	Nil	NA	01-04-19 to 31-03-20	Nil	NA	Nil	NA

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment  
(Rs.In Lakhs)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2,067.69	357.95	-	2,425.64
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2,067.69</b>	<b>357.95</b>	-	<b>2,425.64</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	-	-	-
• Reduction	137.20	64.73	-	201.93
<b>Net (Increase)/Decrease</b>	<b>137.20</b>	<b>64.73</b>	-	<b>201.93</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,930.49	293.22	-	2,223.71
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1,930.49</b>	<b>293.22</b>	-	<b>2,223.71</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**
**(In Lakhs)**

S. No.	Particulars of Remuneration	Name of MD		Name of the WTD	Total Amount
		Mr. N. K. Rawal		Mr. N. Naga Satyam	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under	120.00		100.00	220.00
		-		-	-
		-		-	-
2.	Stock Option	-		-	-
3.	Sweat Equity	-		-	-
4.	Commission - as % of profit - others, specify...	-		-	-
5.	Others, please specify	-		-	-
	<b>Total (A)</b>	<b>120.00</b>		<b>100.00</b>	<b>220.00</b>
	Ceiling as per the Act	In terms of Section 196 of the Companies Act, 2013 Ceiling on remuneration payable is 10% of the Net Profit After Tax and shareholders have accorded their approval in their meeting held on 30 <sup>th</sup> June, 2018 (through Postal Ballot) for making above consideration to the Managing Director and Executive Director respectively.			

**B. Remuneration to other directors:**
**(Rs.In lakhs)**

Sl. No.	Particulars of Remuneration	Name of the Independ(ent Director			Name of the Non-Executive & Non Independent Director	Total Amount
		Mr. M Gopala Krishna	Mr. B Appa Rao	Justice Mrs. Gyan Sudha Misra (Retd.)	Mr. Venkateswara Pradeep Karumuru	
1.	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-



Sl. No.	Particulars of Remuneration	Name of the Independent Director			Name of the Non-Executive & Non Independent Director	Total Amount
		Mr. M Gopala Krishna	Mr. B Appa Rao	Justice Mrs. Gyan Sudha Misra (Retd.)	Mr. Venkateswara Pradeep Karumuru	
2.	Other Non-Executive Directors <ul style="list-style-type: none"> <li>• Fee for attending board / committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	5.75	5.75	0.75	2.00	14.25
		-	-	-	-	-
		-	-	-	-	-
	Total (2)	5.75	5.75	0.75	2.00	14.25
	<b>Total (B)=(1+2)</b>	<b>5.75</b>	<b>5.75</b>	<b>0.75</b>	<b>2.00</b>	<b>14.25</b>
	Overall Ceiling as per the Act	In terms of Section 197 of the Companies Act, 2013 Sitting fee payable to each Non- Executive Director shall not exceed Rs. 1 Lakh per meeting of Board of Directors or Committee thereof.				

### C. Remuneration To Key Managerial Personnel other than MD/Manager/WTD

(Rs.In lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	26.58	58.38	84.96
		--	--	--	--
		--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission - as % of profit - others, specify	--	--	--	--
5	Others, please specify -Performance Linked Allowance -Employer Contribution to PF	--	2.00	11.25	13.25
		--	0.22	0.22	0.44
	<b>Total</b>	--	<b>28.80</b>	<b>69.85</b>	<b>98.65</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

<b>Type</b>	<b>Section of the Companies Act</b>	<b>Brief Description</b>	<b>Details of Penalty /Punishment/Compounding fees imposed</b>	<b>Authority [RD/NCLT /COURT]</b>	<b>Appeal made, if any (give Details)</b>
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy on Code of Governance

The Company envisages the attainment of highest level of transparency in all facets of its operations and in all its interactions with its shareholders, employees and the Company.

The Company is committed to the best governance norms. It strongly believes in setting the high standards in all its endeavors.

### Board of Directors

The composition of Board is with the requirements of Regulation 17 of the SEBI (LODR) Regulations, 2015. As on 31<sup>st</sup> March, 2020, Board is comprised of Six Directors, out of whom, two are Executive Directors and four are Non-Executive Directors which includes three Independent Directors. Mr. N. K. Rawal is the Managing Director of the Company. None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director in more than seven listed entities. The Directors bring with them rich and varied experience in different fields of corporate functioning.

#### a) Composition and Category of Directors

Name of the Director	Category	Designation	No. of Shares held in the Company
Mr. N. K. Rawal	Executive	Managing Director	10,000
Mr. N. Naga Satyam	Executive	Executive Director	25,000
Mr. Venkateswara Pradeep Karumuru	Non-Executive	Non-Executive & Non-Independent Director	Nil
Mr. M. Gopalakrishna	Non-Executive	Independent Director	Nil
Justice Mrs. Gyan Sudha Misra (Retd.)	Non-Executive	Independent Director	Nil
Mr. B. Appa Rao	Non-Executive	Independent Director	Nil

#### b) Details of attendance of Directors at the AGM, Board Meetings with particulars of their Directorship and Chairmanship /Membership of Board /Committees in other Companies are as under:

Seven (07) Board Meetings were held during the Financial Year ended 31<sup>st</sup> March, 2020 i.e., on 09<sup>th</sup> April 2019, 28<sup>th</sup> May 2019, 09<sup>th</sup> August 2019, 11<sup>th</sup> November 2019, 13<sup>th</sup> January 2020, 11<sup>th</sup> February 2020 and 31<sup>st</sup> March 2020. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

Name of the Director	Attendance of Board Meetings		Attendance at AGM held on 09 <sup>th</sup> September, 2019	No. of other directorships held #	No. of other Board Committees #		Name of the Listed entities holding directorship & category of such directorship held including Olectra Greentech Limited
	Held	Present			As a Member <sup>s</sup>	As a Chairperson <sup>s</sup>	
Mr. N. K. Rawal	7	7	Yes	2	0	0	Olectra Greentech Limited – Managing Director
Mr. N. Naga Satyam	7	4	Yes	5	1	0	Olectra Greentech Limited – Executive Director

Name of the Director	Attendance of Board Meetings		Attendance at AGM held on 09 <sup>th</sup> September, 2019	No. of other directorships held #	No. of other Board Committees #		Name of the Listed entities holding directorship & category of such directorship held including Olectra Greentech Limited
	Held	Present			As a Member <sup>§</sup>	As a Chairperson <sup>§</sup>	
Mr. M. Gopala Krishna	7	7	Yes	8	5	2	Independent Director in the following companies: (a) Suven Life Sciences Limited (b) BGR Energy Systems Limited (c) Pitti Engineering Limited (d) The Andhra Petrochemicals Limited (e) Olectra Greentech Limited
Justice Mrs. Gyan Sudha Misra (Retd.)	7	1	No	4	4	1	Independent Director in the following companies: (a) Indiabulls Housing Finance Limited (b) Indiabulls Integrated Services Limited (c) Indiabulls Real Estate Limited (d) Olectra Greentech Limited
Mr. B. Appa Rao	7	7	Yes	2	0	0	(a) Olectra Greentech Limited – Independent Director
Mr. Venkateswara Pradeep Karumuru	7	3	Yes	8	1	0	(a) Olectra Greentech Limited Non- Executive Director

# Excluding Olectra Greentech Limited, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

§ Only Audit Committee and Stakeholders' Relationship Committee are considered as per Regulation 26 of SEBI (LODR) Regulations, 2015.

### c) Relationship among Directors

There is no inter-se relationship among the directors of the Company. The Company doesn't have any pecuniary relationship with any of the non-executive directors.

### d) Skills / Expertise / Competencies of the Board of Directors

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Chart/Matrix of such core skills/expertise/competencies is given in the Table below:

S.No.	Core Skills/Expertise/Competencies
1.	Management and Strategy
2.	Global Business Leadership
3.	Operations and Engineering
4.	Commercial, Purchase and Supply Chain
5.	Manufacturing, Automobile Engineering and Project Management
6.	Information Technology, Systems and Computers
7.	Human Resources and Industrial Relations
8.	Sales, Marketing and International Business
9.	Research and Development

<b>S.No.</b>	<b>Core Skills/Expertise/Competencies</b>
10.	Infrastructure and Real Estate
11.	Finance and Taxation
12.	Banking, Investment and Treasury and Forex Management
13.	Insurance, Mutual Fund and Financial Services
14.	Audit and Risk Management
15.	Law
16.	Corporate Governance and Ethics
17.	Economics and Statistics
18.	Regulatory, Government and Security matters
19.	Academics, Education, Authorship
20.	CSR, Sustainability and NGO matters

#### **e) Independent Directors**

The Independent Directors of the Company have been appointed in terms of the requirements of the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 after considering their management expertise and wide range of experience and they are Independent of the management.

No Independent Director resigned during the financial year 2019-20.

Pursuant to a notification dated 22<sup>nd</sup> October, 2019 issued by the Ministry of Corporate Affairs, all Independent directors have completed the registration with the Independent Directors Databank except Justice Mrs. Gyan Sudha Misra (Retd.) and due date for registering the same is 30<sup>th</sup> September, 2020. Requisite disclosures have been received from the directors in this regard.

As per the special measures announced by the Ministry of Corporate Affairs in view of Covid-19 outbreak it was noticed that as per Para VII (1) of Schedule IV to the Companies Act, 2013, the Independent Directors of the company are required to hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management. For the financial year 2019-20, if the Independent Directors of a company have not been able to hold such a meeting, the same shall not be viewed as violation.

Hence, Independent Directors have conveyed their views through telephone and separate meeting of Independent Directors was held on 27<sup>th</sup> June, 2020 for financial year 2019-20. They have reviewed the performance of the Non-Independent Directors and the Board as a whole, review the performance of Chairperson of the Company and assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **f) Familiarization Programme for Independent Directors**

The Independent directors of Company are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions

Independent Directors have been appointed as per the applicable provisions of the Companies Act, 2013 and the applicable regulations of Securities and Exchange Board of India (LODR) Regulations 2015, after considering their management expertise and wide range of experience. All Independent Directors who are in the Board, have been given induction and orientation training with respect to the Company's vision, strategic direction, core values, including ethics,

corporate governance practices, financial matters, business operations, their roles, rights, responsibilities in the company, Code for the Independent Directors and the Board Members, updates on business model, nature of industry, operations and financial performance of the Company along with the significant developments in the Company, policies of the Company on Corporate Social Responsibility, Remuneration Criteria, Vigil Mechanism, Related Party Transactions, Risk Management etc., updates on significant amendments in corporate and other laws and its impact on the Company. All Independent Directors were also requested to access the necessary documents brochures, Code of Ethics & Business Conducts, Letter of Appointments, Annual Reports and Internal Policies available at our website [www.olectra.com](http://www.olectra.com) to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made by Senior Management and Internal Auditors at the Board/Committee meetings on business and performance updates of the Company, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc.

A formal familiarization programme was conducted about the amendments in the Companies Act, Rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and all other applicable laws to the Company.

It is the general practice of the Company to notify the changes in all the applicable laws from time to time in Board Meetings conducted.

The details of the Familiarization Programme for Independent Directors is disclosed on the Company's website at [www.olectra.com](http://www.olectra.com)

## **COMMITTEES OF THE BOARD**

Currently, there are 4 Board Committees – Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The terms of reference of the Board Committees are determined by the Board from time to time in terms of the applicable regulations. The following are the details of the respective committees and its meetings during the year.

### **I) Audit Committee**

#### **(a) Composition, Names of Members and Chairperson**

As on 31<sup>st</sup> March, 2020 the Audit Committee had 2 (two) Independent Directors and the Managing Director of the Company.

The Company Secretary acts as the Secretary to the Audit Committee. Five (5) Audit Committee Meetings were held during the financial year 2019-20 i.e., 9<sup>th</sup> April 2019, 28<sup>th</sup> May 2019, 9<sup>th</sup> August, 2019, 11<sup>th</sup> November, 2019 and 11<sup>th</sup> February, 2020:

<b>Name</b>	<b>Category</b>	<b>Designation</b>	<b>No. of Meetings attended</b>
Mr. B. Appa Rao	Independent Director	Chairperson	5/5
Mr. M. Gopalakrishna	Independent Director	Member	5/5
Mr. N. K. Rawal	Managing Director	Member	5/5

#### **(b) Terms of reference**

The terms of reference of the Audit Committee are as per Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013. They are as follow:

- i) Recommend appointment, remuneration and terms of appointment of auditors of the Company;
- ii) Approve payment to statutory auditors for any other services rendered by them;
- iii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iv) Examine the financial statement(s) and the auditors' report thereon;
- v) Approve or any subsequent modification of transactions of the company with related parties;
- vi) Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- vii) Review, with the management, the quarterly financial statements before submission to the Board for approval;
- viii) Review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions;
  - g) modified opinion(s) in the draft audit report;
- ix) Review, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- x) Scrutinize inter-corporate loans and investments;
- xi) Valuation of undertakings or assets of the company, wherever it is necessary;
- xii) Evaluate internal financial controls and risk management systems;
- xiii) Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiv) Review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xv) Discuss with internal auditors of any significant findings and follow up there on;
- xvi) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvii) Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- xviii) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- xix) Review the functioning of the whistle blower mechanism;
- xx) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- xxi) Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable;
- xxii) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances/investments existing as on the date of coming into force of this provision;
- xxiii) Review management discussion and analysis of financial condition and results of operations;
- xxiv) Review statement of significant related party transactions, submitted by management;
- xxv) Review management letters/letters of internal control weaknesses issued by the statutory auditors;
- xxvi) Review internal audit reports relating to internal control weaknesses;
- xxvii) Review the appointment, removal and terms of remuneration of the chief internal auditor;
- xxviii) Review statement of deviations:
  - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015;
  - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015.

## II) Nomination and Remuneration Committee (NRC)

### (a) Composition, Names of Members and Chairperson

As on 31<sup>st</sup> March, 2020, the Nomination and Remuneration Committee (NRC) had 3 Independent Directors. The Company Secretary acts as the Secretary to the NRC.

Four (4) NRC meetings were held during the financial year 2019-20 i.e., 28<sup>th</sup> May 2019, 9<sup>th</sup> August 2019, 11<sup>th</sup> November 2019 and 11<sup>th</sup> February 2020.

Name	Category	Designation	No. of Meetings attended
Mr. B. Appa Rao	Independent Director	Chairperson	4/4
Mr. M. Gopalakrishna	Independent Director	Member	4/4
Mrs. Justice Gyan Sudha Misra (Retd.)	Independent Director	Member	1/4
Mr. K. Venkateswara Pradeep Karumuru <sup>@</sup>	Director	Member	2/4

<sup>@</sup> Mr. Venkateswara Pradeep Karumuru has become as member of the Committee effective from 09<sup>th</sup> August, 2019



## **(b) Terms of reference**

The terms of reference of the Nomination and Remuneration Committee are as per Regulation 19 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013. They are as follow:

- Formulate the criteria for determining qualifications, attributes, and independence of a director
- Identify the persons who are qualified to become directors and who may be appointed in senior management in accordance with criteria laid down, recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors
- Devising a policy on diversity of Board of Directors
- Recommend to the Board appointment and removal of directors and senior management and carryout evaluation of every Director`s performance.
- Review the remuneration policy of the company, relating to the remuneration for the directors, Key Managerial Persons and other employees from time to time.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

## **(c) Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as

well as the evaluation of the working of its Audit, Nomination and Remuneration Committees.

A structured questionnaire was prepared after taking into consideration various parameters such as attendance and participation in meetings, monitoring corporate governance practices, independence of judgment, culture, execution and performance of specific duties, obligations and safeguarding the interests of the company etc.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

### **➤ Separate Meeting of Independent Directors:**

It is the general practice of the Company to conduct the Independent directors meeting at the end of the Financial Year so that they will review the whole scenario of the company. But due to this Covid-19 impact, Independent Directors are not able to meet at the end of the year. Further, the Ministry of Corporate Affairs (“MCA”) in the circular 11/2020 dated 24<sup>th</sup> March, 2020 clarified that, if the Independent Directors of a company have not been able to hold such a meeting, the same shall not be viewed as a violation for the financial year 2019-20.

Hence, Independent Directors has conveyed their views through telephone and as a good practice, the annual evaluation for the financial year 2019-20 has been performed in the meeting held on 27<sup>th</sup> June, 2020. The Members of the Committee evaluated all the directors. The Independent Directors decided that since the performance of the Non- Independent Directors is good, the term of their appointment be continued.

The Independent Directors after reviewing the performance of the Chairman decided that the Chairman has good experience, knowledge and understanding of the Board's functioning and his performance is excellent.

The Independent Directors decided that the information flow between the Company's Management and the Board is excellent.

➤ **Evaluation by Board:**

The Board carried out the annual performance evaluation of its own performance, the Directors individually (excluding the director being evaluated) as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, effectiveness in developing Corporate Governance structure to fulfil its responsibilities, execution and performance of specific duties etc. The Board decided that the performance of Individual Directors, its own performance and working of the committees is good.

All Independent Directors have furnished a declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act and the Securities

and Exchange Board of India (LODR) Regulations, 2015.

➤ **Evaluation by Nomination and Remuneration Committee:**

The performance evaluation criteria for all the Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgment.

**(d) Board Diversity:**

Pursuant to the relevant provisions of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulations 2015, the Company has framed a policy on Board diversity, pursuant to that policy, the company is having optimum combination of Directors from the different areas / fields like Production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development, Human Resources etc. Further, Board also consists of three Independent Directors, one of whom is a Woman Director having vast experience in different areas including finance.

**(e) Remuneration of Directors**

➤ **Policy for selection and appointment of Directors/KMPs and their Remuneration;**

The Nomination and Remuneration Committee has adopted a policy namely Nomination and Remuneration Policy which, inter alia, deals with the manner of selection of Board of Directors, Managing Director & KMP's, evaluation of their performance and to fix their remuneration. The policy is hosted on the website of the Company [www.olectra.com](http://www.olectra.com).

➤ **Remuneration**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings. Commission may be paid within monitoring limit approved by the shareholders subject to the limit not exceeding 1% of the profits of the Company computed as per applicable provisions of the Act.

A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

Apart from receiving the Sitting Fees from the Company, the Non-Executive Directors do not have any pecuniary relationship or transactions with the Company.

• **CEO/Executive Director – Criteria for selection/appointment**

For the purpose of selection of the CEO/Executive Director including Managing Director, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

➤ **Remuneration for the CEO/ Executive Director**

At the time of appointment or reappointment, the CEO/Executive Director including Managing Director shall be paid as may be recommended by the Nomination and Remuneration Committee and such remuneration as may be mutually agreed between the Company and the concerned appointee within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company (if necessary) in General Meeting.

The remuneration of the CEO Executive Director including Managing Director, comprises only either in the form of fixed component or commission. The fixed component comprises salary, allowances, perquisites, amenities and retiree benefits.

➤ **Remuneration Policy for the Senior Management Employees**

In determining the remuneration of the Senior Management Employees (as per the Nomination & Remuneration Policy of the Company) the Nomination and Remuneration Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the Nomination and Remuneration Committee for its review and approval.

(a) All pecuniary relationship or transactions of the Non-Executive Directors:

The Company has not entered into any pecuniary transactions (including stock options) with the Non-Executive Directors.

(b) Remuneration and Sitting Fees paid to Directors during the financial year 2019-20

The total remuneration paid to Non-Executive Directors of the Company during 2019-20 is as under:

Name of the Director	Sitting Fees (Rs.)	
	Board Meetings	Committee Meetings
Mr. M. Gopalakrishna	3,50,000	2,25,000
Mr. B. Appa Rao	3,50,000	2,25,000
Justice Mrs. Gyan Sudha Misra (Retd.)	50,000	25,000
Mr. Venkateswara Pradeep Karumuru	1,50,000	50,000

The total remuneration paid to Managing Director and Executive Director of the Company during 2019-20 is as under:

Details	Rs. in Lakhs	
	Mr. N. K. Rawal (Managing Director)	Mr. N. Naga Satyam (Executive Director)
Gross Salary		
a) Salary as per Sec 17(1) of The Income Tax Act, 1961	120.00	100.00
b) Value of perquisites as per Sec 17(2) of The Income Tax Act, 1961	-	-
c) Profits in lieu of salary as per Sec 17(3) of The Income Tax Act, 1961	-	-
Stock Option	-	-
Sweat Equity	-	-
Commission		
- As a % of Profit	-	-
- Others, specify		
Others, please specify		
Employer Contribution to PF	-	-
Total Remuneration	120.00	100.00

There was no Employee Stock Option Scheme during the financial year ended 31<sup>st</sup> March, 2020.

### III) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee specifically considers and resolves all grievances of shareholders including complaints related to transfer/transmission of shares, loss of share certificates, non-receipt of annual report and non-receipt of declared dividend.

#### a) Composition, Name of Members and Chairperson

As on 31<sup>st</sup> March, 2020, the Stakeholders' Relationship Committee had 2 Independent Directors and Managing Director of the Company. The Company Secretary, Mr. P. Hanuman Prasad, acts as the Secretary.

Four (4) Stakeholders' Grievance Committee meetings were held during the financial year 2019-20 i.e., 28<sup>th</sup> May 2019, 9<sup>th</sup> August 2019, 11<sup>th</sup> November 2019 and 11<sup>th</sup> February 2020.

Name	Category	Designation	No. of Meetings attended
Mr. B. Appa Rao	Independent Director	Chairperson	4/4
Mr. M. Gopalakrishna	Independent Director	Member	4/4
Mr. N. K. Rawal	Managing Director	Member	4/4

**b) Number of Shareholder complaints received and redressed during the Financial Year 2019-20:**

Particulars	No. of Complaints
No. of shareholders' complaints as on April 1, 2019	Nil
No. of shareholders' complaints received during 2019-20	1
No. of shareholders' complaints not solved to their satisfaction	0
No. of shareholders' complaints pending as on 31st March, 2020	0

**GENERAL BODY MEETINGS**

a) Location and time, where last three annual general meetings held:

Year	Location	Date	Time
2018-19	Plot No:1 & 9, Phase II, IDA, Cherlapally, Hyderabad – 500 051	09.09.2019	03.30 P.M
2017-18	Plot No:1 & 9, Phase II, IDA, Cherlapally, Hyderabad – 500 051	28.09.2018	03.30 P.M
2016-17	Plot No:1 & 9, Phase II, IDA, Cherlapally, Hyderabad – 500 051	28.09.2017	03:30 P.M.

b) Special resolution passed in the previous three annual general meetings:

AGM	Special Resolution
2018-19	1. Re-appointment of Mr. Gopalakrishna Muddusetty as an independent director. 2. Re-appointment of Mr. Boppudi Appa Rao as an Independent Director. 3. Sale, Transfer or Disposal of shares held by the Company in Evey Trans Private Limited, Wholly Owned Subsidiary Company. 4. Approval for Conversion of Loan(S) Into Equity.
2017-18	Approval to continue Mr. M. Gopalakrishna, 79 years, as Non-Executive Independent Director
2016-17	Nil

c) **Whether any Extra-Ordinary General Meeting held:**

During the year under review no Extraordinary General Meeting was held.

d) **Whether any special resolution passed last year through postal ballot –**

During the year under review, no postal ballot was conducted.

## MEANS OF COMMUNICATION

- Quarterly Results: The quarterly Unaudited and the Annual Audited Financial Results as approved and taken on record are immediately intimated to the stock exchanges, where the equity shares of the Company are listed.
- Newspapers wherein results normally published: The Financial Express (National Newspaper) and Nava Telangana (Regional newspaper)
- Website, where displayed : [www.olectra.com](http://www.olectra.com)
- Whether it also displays official news releases: No
- Presentations made to institutional investors or to the analysts : Nil

## GENERAL SHAREHOLDER INFORMATION

- Annual General Meeting will be held on Saturday the 12<sup>th</sup> day of September, 2020 at 11.30 A.M. through Video Conference/ Other Audio Visual Means (e- AGM)
- Financial Year : 01<sup>st</sup>April to 31<sup>st</sup>March
- Dividend Payment date: Not Applicable
- Listing on Stock Exchanges:

Stock Exchange	Address	Security Id / Symbol	Scrip Code	ISIN
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	OLECTRA	532439	INE260D01016
National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051	OLECTRA	NA	

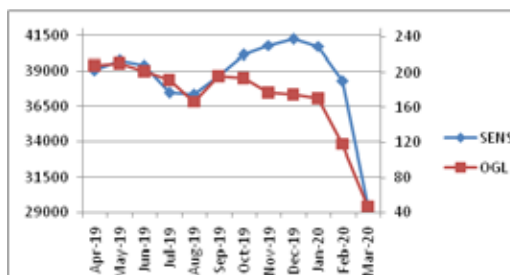
The Annual Listing Fee for the FY 2020-21 were paid to both the Stock Exchanges.

- Market Price Data – high, low and the volume of shares traded during each month in last financial year 2019-20 – on BSE and NSE:

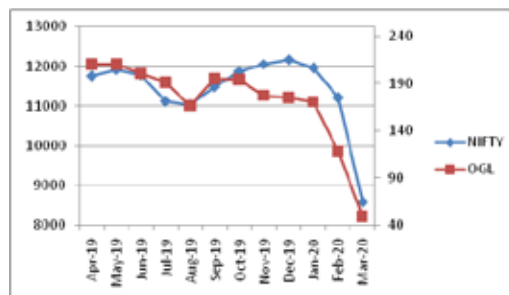
2019-20	BSE			NSE		
	High (Rs.)	Low (Rs.)	Volume Traded (Nos)	High (Rs.)	Low (Rs.)	Volume Traded (Nos)
April 2019	253.75	198.00	1,03,255	254.00	206.45	5,91,415
May 2019	237.70	195.00	1,62,911	237.90	196.00	9,80,578
June 2019	224.90	165.00	2,34,826	224.90	165.65	17,13,677
July 2019	235.00	180.75	2,55,223	234.75	180.20	14,09,645
August 2019	210.00	165.05	1,04,961	211.00	165.25	6,13,760
September 2019	220.00	148.65	2,33,806	218.95	147.60	18,62,083
October 2019	215.95	178.05	85,216	208.00	177.10	8,22,714
November 2019	200.00	176.00	1,03,598	199.00	175.00	7,01,353
December 2019	206.60	155.00	3,22,192	207.00	154.80	26,05,556
January 2020	190.00	165.05	1,69,573	191.80	165.50	19,30,885
February 2020	177.20	113.00	1,24,795	176.70	112.50	12,68,447
March 2020	125.10	40.95	21,55,555	124.40	41.45	30,39,658

**f) Share Performance**

Olectra Greentech Limited Vs SENSEX



Olectra Greentech Limited Vs NIFTY



g) The securities of the Company are not suspended from trading.

**h) Registrar and Share Transfer Agents:**

M/s. Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad 500 029 is the Registrar and Share Transfer Agent of the Company. Phone No: 040-27638111, 27634445; Fax No: 040-27632184, e-mail: [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).

**i) Share Transfer System**

Registrar and Share Transfer Agent, M/s. Aarthi Consultants Private Limited, handles share transfer under the overall supervision of the Stakeholder's Relationship Committee of the Company.

As per press release (PR No.: 51/2018) by Securities Exchange Board of India dated December 03, 2018, shares which are lodged for transfer are mandatorily to be held in dematerialized form w.e.f 01<sup>st</sup> April, 2019.

Trading of equity shares on BSE and NSE is permitted only in dematerialized form.

**j) Distribution of Shareholding as on 31<sup>st</sup> March, 2020:**

(i) According to Category of Shareholders:

Category	No. of shares	% to share capital
Promoters	5,04,78,517	61.50%
Foreign portfolio Investors	24,62,567	3.00%
FIs / Banks	52,937	0.06%
Private Corporate Bodies	1,30,41,922	15.89%
Indian Public	1,54,51,526	18.82%
NRIs / OCBs	1,96,417	0.24%
Clearing Members	1,52,615	0.19%
Foreign National	52	0.00%
IEPF	2,44,184	0.30%
<b>Total</b>	<b>8,20,80,737</b>	<b>100.00%</b>

(ii) According to number of equity shares held:

Category	No. of Shareholders		No. of Shares	
	Total	%	Total	%
1 – 5000	15,979	92.36	28,84,265	3.51
5001 – 10000	621	3.59	11,12,973	1.36
10001 – 20000	305	1.76	11,17,080	1.36
20001 – 30000	125	0.72	7,69,920	0.94
30001 – 40000	81	0.47	7,50,890	0.91
40001 – 50000	32	0.18	3,57,755	0.44
50001 – 100000	61	0.35	10,60,504	1.29
100001 and above	97	0.56	7,40,27,350	90.19
<b>TOTAL</b>	<b>17,301</b>	<b>100.00</b>	<b>8,20,80,737</b>	<b>100.00</b>

k) Dematerialization of shares and liquidity:

8,19,97,859 equity shares i.e., 99.90% of the Company's shares are dematerialized as on 31st March, 2020.

l) Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, conversion date and likely impact on equity:

(i) Outstanding GDRs/ADRs conversion and likely impact on equity: Nil

(ii) Warrants or any Convertible Instruments:

At the beginning of the year	<ul style="list-style-type: none"> <li>27,00,000 warrants were held by Goldstone Power Private Limited</li> <li>91,00,000 warrants were held by MEIL Holdings Limited</li> </ul>
During the year	<ul style="list-style-type: none"> <li>27,00,000 warrants held by Goldstone Power Private Limited were converted into equity shares on 09<sup>th</sup> April, 2019.</li> </ul>
At the end of the financial year	<ul style="list-style-type: none"> <li>91,00,000 warrants of MEIL Holdings Limited</li> </ul>
As on the date of Notice of Annual Report	91,00,000 warrants of MEIL Holdings Limited were cancelled and the subscription amount received at the time of allotment of Warrants was forfeited.

m) Plant Location:

**UNIT - I**

Plot No.1 &9, IDA, Phase II, Cherlapally, Hyderabad 500 051

**UNIT - II**

Plot No.8, IDA, Gaddapotharam, Jinnaram Mandal, Medak District, Telangana.

**UNIT - III**

Plot No. L-19, L-23, Green Industrial park, Polepally Village, Jadcherla, Mahbubnagar- 509302



- n) Address for Correspondence  
The Company Secretary  
Olectra Greentech Limited  
S-22, 3<sup>rd</sup> floor, Technocrat Industrial Estate,  
Balanagar, Hyderabad,  
Telangana, 500037.  
Email id; cs@olectra.com
- e) W.e.f 13<sup>th</sup> January, 2020, Evey Trans Private Limited, Material Subsidiary ceased to be subsidiary of the company.
- f) The policy on dealing with related party transactions is displayed on the website of the Company and its web link is www.olectra.com.

### OTHER DISCLOSURES

- a) As per the Accounting Standards issued by the Institute of Chartered Accountants of India, details of related-party transactions are at Schedule 33 of Notes to Accounts. However, these transactions are not likely to have potential conflict with the interests of the Company at large.
- b) There were no non-compliances by the Company on any matter related to Capital Markets during the last three years.
- c) In pursuant to the provisions of the Section 177 (9) & (10) of the Companies Act, 2013 read with Regulation 22 of Securities Exchange Board of India (LODR) Regulations, 2015, the Board adopted a Vigil Mechanism called 'Whistle Blower Policy' for directors and employees to report genuine concerns viz., unethical behaviour, actual or suspected, fraud or violation of company's code of conduct or ethics policy to the Audit Committee of the Company. The Vigil Mechanism Policy provides adequate safeguards against victimization of employees who avail of the mechanism, in addition to direct access to the Chairman of the Audit committee in appropriate or exceptional cases. No person has been denied access to the Chairman of the Audit Committee.
- d) The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015.
- e) The directors have taken cognizance of the non-mandatory requirements of Regulation 27 of SEBI (LODR) Regulations, 2015 and shall adopt the same at appropriate time.
- g) The Company is not required to disclose commodity price risks and commodity hedging activities since it is not involved into them.
- h) Details of utilization of funds raised through preferential allotment:  
Pursuant to Regulation 32 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby inform you, that there is no deviation or Variation in use of the funds raised from MEIL Holdings Limited and Goldstone Power Private Limited against issue of equity shares as well as warrants on preferential basis.
- i) A certificate from M/s. VCSR & Associates, practicing company secretaries, stating that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to the Corporate Governance Report.
- j) During the financial year 2019-20, the Board has accepted all the recommendations of its Committees
- k) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is given below:

(In lakhs)

Particulars	31-Mar-2020
Statutory audit fee (including limited review)	8.00
<b>Total</b>	<b>8.00</b>

- l) During the financial year 2019-20, no complaints were received by the Internal Complaints Committee regarding sexual harassment under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

**Disclosure as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015:**

The status of compliance with discretionary requirements as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015 is provided below

- a. Non-Executive Chairman's Office: The Company did not appoint any Non-Executive Chairman but the Board elects a Chairman for each of its meeting.
- b. Shareholders' Rights: The quarterly and halfyearly financial performance are submitted to the Stock Exchange(s), published in newspapers and hosted on the website of the Company. Even the significant events are promptly and immediately informed to the Stock Exchange(s). Hence, none of these are sent to the shareholders separately.
- c. Modified opinion(s) in audit report: The Company's financial statements for the year 2019-20 do not contain any audit qualifications.
- d. Reporting of Internal Auditor: The Internal Auditors report directly to the Audit Committee.

**Compliance with Corporate Governance:**

The Company has complied with the Corporate Governance requirements specified in

Regulations 17 to 27 and Regulation 46 (2) (b) to (i) of SEBI (LODR) Regulations, 2015.

**Certificate from Managing Director and Chief Financial Officer of the Company**

The Compliance Certificate, as specified in Part B of Schedule II under Regulation 17(8) of Securities and Exchange Board of India (LODR) Regulations, 2015 from the Managing Director and Chief Financial Officer was placed before the Board of Directors of the Company in its meeting held on 27<sup>th</sup> June, 2020 is annexed to the Corporate Governance Report.

**Declaration signed by Managing Director**

The Declaration, in terms of Part D of Schedule V of Securities and Exchange Board of India (LODR) Regulations, 2015 from the Managing Director is annexed to the Corporate Governance Report.

**Compliance Certificate from statutory auditor of the Company**

The Company has obtained, in terms of Part E of Schedule V of Securities and Exchange Board of India (LODR) Regulations 2015, a Compliance Certificate from statutory auditor of the Company is annexed to the Corporate Governance Report.

**Disclosure with respect to demat suspense account/unclaimed suspense account:** Not Applicable

**For and on behalf of the Board**

Sd/-  
**N. K. Rawal**  
Managing Director  
DIN: 01630545

Sd/-  
**N. Naga Satyam**  
Executive Director  
DIN: 02600472

Place: Hyderabad

Date: 14<sup>th</sup> August, 2020

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members  
Olectra Greentech Limited  
(Formerly, Goldstone Infratech Limited)

We, M/s. VCSR & Associates, Company Secretaries, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Olectra Greentech Limited (Formerly, Goldstone Infratech Limited) having CIN: L34100TG2000PLC035451 and having registered office at S-22, 3rd floor, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana, 500037 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>S.No.</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Designation</b>
1.	Mr. Naresh Kumar Rawal	01630545	Managing Director
2.	Mr. Nerusu Naga Satyam	02600472	Executive Director
3.	Mr. Gopalakrishna Muddusetty	00088454	Independent Director
4.	Mr. Boppudi Apparao	00004309	Independent Director
5.	Justice Mrs. Gyan Sudha Misra (Retd.)	07577265	Independent Director
6.	Mr. Venkateswara Pradeep Karumuru	02331853	Non – Executive Director

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For VCSR & Associates**  
Practicing Company Secretaries

Sd/-

**Ch. Veeranjanyulu**

Partner

Place: Hyderabad  
Date : 07<sup>th</sup> August, 2020

CP No. 6392, FCS No. 6121  
UDIN: F006121B000558662

## **Certificate from Managing Director and Chief Financial Officer**

We, N. K. Rawal, Managing Director and B. Sharat Chandra, Chief Financial Officer of the Company, certify that we have reviewed financial statements for the year ended 31<sup>st</sup> March, 2020 and to best of our knowledge and belief:

- The results do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- The results together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- To the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violation of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit committee:

- (1) significant changes in internal control over financial reporting during the period;
- (2) significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial results; and
- (3) there were no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place : Secunderabad  
Date : 27<sup>th</sup> June, 2020

Sd/-  
**N. K. Rawal**  
Managing Director  
DIN: 01630545

Sd/-  
**B. Sharat Chandra**  
Chief Financial Officer

**ANNUAL DECLARATION BY THE MANAGING DIRECTOR PURSUANT TO THE REGULATION 34(3) READ WITH SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As the Managing Director of Olectra Greentech Limited and as required by Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the members of the Board of Directors and senior management personnel of the Company have affirmed compliance with the Company's Code of Conduct for the Financial Year 2019-20.

**For Olectra Greentech Limited**

Sd/-

**N. K. Rawal**

Managing Director

DIN: 01630545

Place: Secunderabad

Date: 27<sup>th</sup> June, 2020

## **Certificate on Compliance of Corporate Governance**

To  
The Members of  
**OLECTRA GREENTECH LIMITED**  
(Formerly, Goldstone Infratech Limited)

1. We have examined the compliance of conditions of Corporate Governance by OLECTRA GREENTECH LIMITED (Formerly, Goldstone Infratech Limited) ("the Company"), for the year ended on March 31, 2020, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Regulations.
5. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P C N & Associates**  
Chartered Accountants  
FRN: 016016S

Sd/-

**K. Gopalakrishna**  
Partner

Membership No. 203605  
UDIN: 20203605AAAADY7478

Place: Hyderabad  
Date: 14<sup>th</sup> August, 2020

## MANAGEMENT DISCUSSION ANALYSIS AND BUSINESS OUTLOOK

### A) Electric Bus

#### Industry Structure and Development:

The Indian economy witnessed a slowdown during FY 2019-20 and the GDP is estimated at 4.2% as compared to 6.1% in FY 2018-19. (Source: Press note by National Statistical Office dated May 29, 2020).

The automobile industry was hit hard in FY 2019-20 as sales fell across vehicle segments. According to data released by SIAM, in FY 2019-20, the Indian automotive industry recorded a 20.3% decline in domestic sales as compared to a 5.9% growth in FY 2018-19. The Passenger Vehicle segment decline 17.3% in FY 2019-20 (as compared to 2.8% growth in FY 2018-19) due to weak consumer sentiment, rising cost of vehicle ownership, liquidity stress and general economic slowdown.

The proposal of NITI Aayog that only electric vehicles should be sold in India after 2030 would result in a reduction of 156 Million tons in Diesel and Petrol consumption for that year and net saving of roughly Rs. 3.9 Lakh Crore by 2030 at present oil prices. While the plan to electrify every vehicle by 2030 may seem ambitious, it reflects Government's intent towards electric mobility. The department of Heavy Industry has approved the sanction of 5595 electric buses to 64 Cities / State Govt. Entities / STUs for intra-city and intercity operation under FAME India scheme phase II in the FY 2019-2020. Under this FAME –II scheme various STU's have floated the tenders for procurement of 5595 Electrical Buses out of which more than 2,500 electrical buses have been awarded to various Electrical Bus manufactures across various STU's.

Electric vehicle policies have also been introduced or under consideration at states' level with subsidies for electric vehicle and

also exemption of MV tax, registration fees, permit fees and rebates in power tariff for charging.

#### Outlook

The electric bus market expansion across India is started and further it may register growth over the coming years owing to consistently growing affordability of electric buses and incentives/subsidies provided by the Government as a counter to mitigate the pollution levels. Under Phase-II of FAME India Scheme [Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India] many more tenders for electrical buses are expected to come in FY 2020-21.

The main focus of this phase of the scheme is the electrification of public & shared transportation. After this scheme, the thrust showed by the Government is to allow the electric vehicles to become the first choice for the purchasers so that these vehicles can replace the conventional vehicles and thus reduce conventional fuel consumption and thereby pollution in the country from the automobile sector.

The electrical bus market across India is also expecting a robust growth in future in the private market as well. Introduction of electrical buses in Private segment will not only help in providing a pollution & environment free experience to the customer but also helps increasing the visibility in market. Electrical buses will also help in providing a comfortable and a safe journey to the passengers by the means of use of advance technology, noise free components with safety and hassle-free transportation

#### Opportunities:

Electric Vehicles are found to be most effective in combating air pollution with zero tail pipe emissions. Disruptive technology

advancements in Automotive Battery technology that give prolonged life and storage capacities has made this dream of Electric Vehicles a reality today.

Currently majority of the procurement are done from State transport undertakings (STU) for Midi 9m and Standard 12m buses. However, there is opportunity to cater to needs of Last mile connectivity, Private segment, intercity operations, tourism industry, staff transport and airport tarmac services.

Many private customers are also started showing their interest and trust towards electrical buses and are willing to invest and therefore contributing to the Government initiative.

In order to encourage the use of electric vehicles GST Council has brought down the GST rate on electric vehicles (EVs) and Charging Stations to 5 per cent.

### **Segment wise Performance**

In FAME-II, Olectra has bagged order for 775 Electric buses for various STUs across in India. The presence of Olectra Electric Buses in India will be increasing with the on-hand orders available. With this the number of Vehicles in India will cross more than 1000 numbers, first for any OEM in India. Olectra EVs have crossed more than 2.5 Crores Kilometers in India roads.

During the year under review the Company recorded a net turnover of Rs. 27,872.01 Lakhs against Rs.14,480.39 Lakhs in previous FY 2018-2019 for electric bus division.

### **Risks, Concerns and Threats**

GOI has introduced Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles (FAME-II) policy in India which aims to boost electric mobility and increase the number of EV's in commercial fleet by providing subsidy/ incentives on Electric Vehicles. Any delay in availing of funds by STUs under the scheme may adversely impact the growth of electric buses. Also, it is important for state Governments to firm

up their EV policy. Some of the states have already introduced their state EV policy which helps in a smooth transition from internal combustion (IC) to EVs, but other states are yet to introduce their EV policy. There is also a requirement of subsidy or relaxations to be introduced by the Government for the private market, so as to encourage them to move forward from traditional buses and to invest in more technologically advanced & Pollution free electrical buses. This will ensure & help in contributing towards the vision of the Government to transform public transportation sector to go completely electric.

Another risk is the battery cost and other component costs of EVs not decreasing as rapidly which in turn does not reduce the cost of the electric vehicle. The number of global players interested in entering the Electric vehicle space is also increasing since the Government is planning for providing incentives which would mean an increase in competition as well. The increase in players in EV space will be good for building the EV ecosystem in India.

## **B) Insulators Industry**

### **Industry Outlook**

The FY20 started on a slow note due to the applicable 'Code of Conduct' related to the general elections in May 2019. The re-elected Government announced several policy initiatives, such as Rs. 102 lakh crore of Infra projects for the next five years. Eleven Letters of Intent (Lols) were issued in FY20 for TBCB transmission projects. 11,664 ckms of AC transmission lines was added in FY20 (22,437 ckms in FY19). 68,230 MVA of substation transformation capacity was added against targeted 81,716MVA in the previous year. However, progress on continuation of power sector reforms like UDAY 2.0 was slow, coupled with persistent and severe credit challenges in the domestic market. ICRA estimates the discom losses in FY20 to be Rs. 30,000 crore, up from Rs.27,000 crore in FY19.



The year ended on a worse note with the unprecedented disruption of both global and domestic markets due to the COVID-19 pandemic. The Government imposed a lockdown in March to combat COVID-19, resulting in manufacturing shutdowns.

### **Opportunities**

Power T&D, especially from renewables all over the world and Railways electrification, are strong growth drivers for your Company over the medium term. The Indian Government is committed to “24\*7” power for all. India aims to generate 450 GW of renewable energy by 2030 as part of a stronger climate action plan that will create significant evacuation demand. To tide over the current COVID-19 crisis, the Government has announced a Rs. 90,000-crore financial package for stressed discoms. As per the 13th Five Year Plan, addition of 41,185 ckms of AC transmission lines, 37,244 MVA of AC sub-station transformation capacities and 16,000 MW of interregional transmission capacity is expected. Indian Railways plans to electrify all of its Broad Gauge routes by 2024.

Power Ministry has issued a draft proposal for amendment of Electricity Act 2003. This move is aimed at ushering in distribution sector, reforms, financial discipline, and to focus on renewable energy push.

Government plan to establish a total of 100 GW Solar and 60 GW Wind generation capacity by 2022. Power Transmission projects, structured on the Tariff-Based Competitive Bidding (TBCB) mechanism and associated with large-scale evacuation of renewable energy, gained traction in FY20. Eleven Letters of Intent (LoIs) were awarded in the year, and 22 projects were under development under TBCB process as on March 2020.

Furthermore, renewable projects are smaller and more spread out compared to thermal projects and hence have higher requirement for T&D products.

Railway Electrification: Progressed with 16,889 Route Kilometers (rkms) electrified in FY16-FY20, which is 345% increase against the previous five years (FY11 to FY15).

Indian Railways has electrified 39,866 rkms, which account for about 63% of total rkms of the Railways. It is planned to electrify all broad gauge routes by 2024. In FY19-20, 2,606 rkms have been electrified by the Central Organization for Railway Electrification (CORE). In addition, sections of 560 rkms were ready but could not be commissioned due to COVID-19 restrictions.

The domestic T&D equipment market is expected to continue to benefit from various regulatory initiatives.

**Risks Concerns and Threats:** Company is exposed to volatility in the prices of raw materials and foreign exchange rates and Competition.

Geopolitical uncertainties may impact supply of raw materials, causing volatility in prices and may impact Company's performance.

### **Segment Wise Performance**

The Company is the one of the largest manufacturer of composite insulators in India. Our proactive approach for design, development and manufacturing composite insulators meeting dynamic requirements of customers and marketing expertise had always provided us competitive advantage.

The Company is exporting composite Insulator to the USA. We have developed a new insulator for dedicated freight corridor and supplied more than 62,000 insulators for freight corridor.

Keeping the industry overview, the performance of the Company's product is reasonably good. During the year under review, in spite of entry of new players, dollar fluctuations, increase in imports, reduction in margins due to inflationary trends and slow pace of implementation of

EPC contracts, the Company was able to record during the year under review a net turnover of Rs.11,681 Lakhs.

**C) i. Discussion on Financial Performance with respect to operational performance**

The Company registered a growth of 36% in Net Sales to Rs 39,553.01 lakhs in FY 2019-20 as compared to Rs. 29,030.46 lakhs in FY 2018-19. This was due to higher sales volumes in E Bus business. The Company's net profit was Rs 1,070.24 Lakhs for FY 2019-20 as compared to Net Loss of Rs 1,357.51 Lakhs for FY 2018-19.

**ii. Internal Control systems and their adequacy**

The internal audit and other internal checks implemented in the Company are adequate and commensurate with the size and nature of operations providing sufficient assurance and safe guarding all assets, authorizing all transactions and its recording and timely reporting.

**iii. Material Developments in Human Resource/Industry Relations front, including number of people employed**

Industrial relations are harmonious. The Company recognized the importance and contribution of the human resources for its growth and development. As on March 31, 2020, the Company has total strength of 419 employees.

Details of significant changes (i.e. changes amounting to 25% or more compared to the previous financial year) in key financial ratios are as follows:

Financial Ratio	Standalone		Change (%)	Reasons for Change
	FY 2019-20	FY 2018-19		
Interest Coverage Ratio	1.97	(0.33)	702.74	The interest coverage ratio has turned positive in current year mainly due to operational profits.
Debtors Turnover Ratio	1.45	2.62	(44.42)	Reduced due to receivables build up mainly in E-Bus division.
Operating Profit Margin (%)	9.10%	0.46%	1862.05	The ratios are positive in Current year mainly due to operational profits.
Net Profit Margin (%)	5.15%	-1.26%	508.76	
Return on Net worth	1.46%	-1.92%	175.95	

**D) Impact of COVID-19 Pandemic**

The impact of the COVID-19 pandemic has created significant volatility in the global economy and led to reduced economic activity. There have been extraordinary actions taken by international, federal, state, and local public health and Governmental authorities to contain and combat the outbreak and spread of COVID-19 in regions throughout the world, including travel bans, quarantines, "stay-at-home" orders, and similar mandates for many individuals to substantially restrict daily activities and for many businesses to curtail or cease normal operations. The Company has quickly adapted to the 'new normal working conditions with employee safety, remote working, digital communication tools and other preventive measures and the Company operations had not materially impacted. However the ultimate impact of the pandemic on our

business, results of operations and financial condition will depend on numerous evolving factors and future developments, including the ultimate duration, spread, severity and repetitiveness of the outbreak and how quickly and to what extent normal economic and operating conditions resume.

### **Cautionary Statement**

The Statement in this section describes the Company's objectives, projections, estimates, expectations and predictions

which may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws and other incidental factors.

Information as required under Section 197 of the Act read with Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

**a) the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;**

<b>Non- Executive Director</b>	<b>Ratio to Median Remuneration</b>
Mr. M Gopala Krishna	Not Applicable
Mr. B Appa Rao	Not Applicable
Justice Mrs. Gyan Sudha Misra (Retd.)	Not Applicable
<b>Executive Director</b>	
Mr. N. K. Rawal	35.75:1
Mr. N. Naga Satyam	29.80:1

Non-Executive directors do not having any specific remuneration other than receiving sitting fees for attending the Board & Committee Meetings.

**b) the percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;**

<b>Name of the Person</b>	<b>Designation</b>	<b>Percentage of increase in remuneration</b>
Mr. N. K. Rawal	Managing Director	0.00%
Mr. N. Naga Satyam	Executive Director	0.00%
Mr. B. Sharat Chandra	Chief Financial Officer	9.60%
Mr. P. Hanuman Prasad	Company Secretary	15.70%

**c) The percentage increase in the median remuneration of employees in the financial year: 6.26%**

**d) The number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2020: 419**

**e) average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

The average increase in the salaries of employees other than managerial personnel in 2019-20 was 9.50 %. Percentage increase in the managerial remuneration for the year was 3.17%.

**f) affirmation that the remuneration is as per the remuneration policy of the Company**

The Company's remuneration policy is driven by the performance of the individual employees and the Company. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company. The nomination and remuneration committee continuously reviews the compensation of our Managing Director and senior executives to align both the short-term business objective of the Company and to link compensation with the achievement of measurable performance goals.

**Particulars of Conservation of energy / technology absorption, foreign exchange earnings and outgoings:**

Information required to be furnished as per the Rule 8 (3) of Companies (Accounts) Rules 2014 is furnished below:

**1. CONSERVATION OF ENERGY**
**A) INSULATORS**
**i) Energy Conservation Measures taken or under implementation**

During the period the Company had added new Machines, which are 13% more energy efficient than the existing machines.

**ii) Additional investment and proposals if any, being implemented for reduction of consumption of energy**

Additional/new measures will be initiated for further reduction in energy consumption based on technical evaluation and study of the measures already implemented.

**iii) Impact of measures at (a) and (b) for reduction of energy consumption and consequent impact on the cost of production of goods**

The measures taken during the Year has ensured optimum use of energy and increased Efficiency and ensured lower use of energy per insulator.

**iv) Consumption of Energy Particulars**

<b>Electricity</b>	<b>FY 2019-20</b>	<b>FY 2018-19</b>
<b>A. Purchased</b>		
Units – KWH	<b>44,91,593</b>	44,90,089
Total Amount-In Rupees	<b>3,41,59,815</b>	3,36,19,825
Rate/Unit-In Rupees	<b>7.61</b>	7.49
<b>B. Own Generation through Diesel Generator</b>		
Units-KWH	<b>59,655</b>	71,151
Total Amount-In Rupees	<b>13,49,890</b>	15,65,211
Rate/Unit-In Rupees	<b>22.63</b>	22.00

**B) ELECTRIC BUS DIVISION**
**i) Energy Conservation Measures taken or under implementation**

Company has introduced Cloud based data monitoring system to monitor power consumption across all the business locations including on Electric Bus fleet which will help to find power losses in different business segments and overall data mapping on performance of the fleet in terms of energy consumption & business is evaluated to make the whole system efficient.

ii) **Additional investment and proposals if any, being implemented for reduction of consumption of energy**

Additional/new measures will be initiated for further reduction in energy consumption based on technical evaluation and study of the measures already implemented.

iii) **Impact of measures at (a) and (b) for reduction of energy consumption and consequent impact on the cost of production of goods**

The measures taken during the year has ensured optimum use of energy and increased efficiency. Accordingly, the revenue / power consumption ratio is improved by 20% approximately.

iv) **Consumption of Energy Particulars for manufacturing**

<b>Electricity Purchased</b>	<b>FY 2019-20</b>	<b>FY 2018-19</b>
Units – KWH	<b>8,02,436</b>	4,31,879
Total Amount-In Rupees	<b>73,30,322</b>	42,91,011
Rate/Unit-In Rupees	<b>9.14</b>	9.61
<b>B. Own Generation through Diesel Generator</b>		
Units-KWH	<b>10,268</b>	----
Total Amount-In Rupees	<b>2,96,250</b>	----
Rate/Unit-In Rupees	<b>28.85</b>	----

**2. TECHNOLOGY ABSORPTION:**

**A) INSULATORS DIVISION**

i) **Specific Areas in which R & D carried out by the company:**

The Company has been continuing its Research and Development activities to optimize the productivity and performance. The designs of Insulators have been optimized for improvement in quality, standardization and value engineering.

Work on high performance FRP rod development which will improve the life of the insulators in severe service condition.

Developed technique to determine the defects on insulators in hotline condition.

Further the Company has been working continuously on new compositions for Compound and FRP to enhance the performance of the Insulator and also working on new processes to detect the defects.

ii) **Benefits derived as results of the above R & D:**

- Improved quality of the Product which gives edge over competitors.
- New Opportunities in condition monitoring of Insulators which will help customers to plan for preventive maintenance.
- To reduce process wastage and better control on quality.

iii) **Future Plan of Action:**

The Company plans to improve the existing processes and continue with value engineering.

## B) ELECTRIC BUS DIVISION

### i) Specific Areas in which R & D carried out by the Company:

- During the year under review, the Company has developed the designs of the bus body to meet customer requirements and to comply with applicable regulations from time to time.
- The Company also focused on localization of EV Components to reduce the logistics costs and to develop the vendors locally.

### ii) Benefits derived as results of the above R & D:

- Greater product standardization across customer requirements.
- Improved quality of the Product which gives edge over competitors.
- Development of Larger Product Portfolio.
- Company has introduced new Energy Efficient Coach Bus for Intercity application that is getting quite a bit of market traction & improving overall business.
- Due to localization of EV Components, many new vendors have been developed for new components and development of EV components locally will help the company in the long run by creating eco system with in the country which will reduce cost and logistics time.

### iii) Future Plan of Action:

The Company plans to improve the existing processes and continue with value engineering.

## 3. FOREIGN EXCHANGE EARNINGS AND OUTGO

Rs. In Lakhs

Particulars	2019-20	2018-19
a) Value of Imports on CIF Basis		
• Raw Materials	<b>2,870.08</b>	7086.17
• Capital Goods	<b>5.77</b>	666.81
b) Expenditure in Foreign Currency		
• Travelling Expenses	<b>17.49</b>	25.73
• Others	<b>126.20</b>	-
c) Earnings in Foreign Currency (on receipt basis)		
• Export of Goods (FOB Basis)	<b>1,199.09</b>	1247.07
• Deemed Exports	<b>65.14</b>	1,855.65

## **INDEPENDENT AUDITOR'S REPORT**

TO  
THE MEMBERS OF  
**OLECTRA GREENTECH LIMITED**  
**(FORMERLY KNOWN AS GOLDSTONE**  
**INFRATECH LIMITED)**

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of OLECTRA GREENTECH LIMITED (Formerly known as GOLDSTONE INFRATECH LIMITED) ("the Company"), which comprises the Standalone Balance Sheet as at March 31, 2020, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the **Auditor's Responsibilities for the Audit of the Standalone Financial Statements** section of

our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.



If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue

an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's

ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in: (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our

auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the IndAS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses

an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For P C N & Associates**

Chartered Accountants

FRN : 016016S

Sd/-

**K. Gopala Krishna**

Partner

M.No: 203605

UDIN: 20203605AAAACZ1895

Place : Hyderabad

Date : 27<sup>th</sup> June, 2020

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **OLECTRA GREENTECH LIMITED** (Formerly known as GOLDSTONE INFRATECH LIMITED) of even date)

### **Report on the Internal Financial Controls over Financial Reporting under Clause(i) Of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **OLECTRA GREENTECH LIMITED (FORMERLY KNOWN AS GOLDSTONE INFRATECH LIMITED)** (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed

to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls

over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P C N & Associates**

Chartered Accountants

FRN : 016016S

Sd/-

**K. Gopala Krishna**

Partner

M.No: 203605

UDIN: 20203605AAAACZ1895

Place : Hyderabad

Date : 27<sup>th</sup> June, 2020

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of OLECTRA GREENTECH LIMITED (Formerly known as GOLDSTONE INFRATECH LIMITED) of even date)**

- i. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the title deeds of immovable properties, they are held in the name of the company.
- ii. The physical verification of inventory has been conducted at reasonable intervals by the management during the year and no material discrepancies were noticed on such verification.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to two bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
  - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
  - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
  - (c) There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause (v) of the Order are not applicable to the Company.
- vi. We have broadly verified the books of accounts and records maintained by the company in respect of products where, pursuant to the rules made by the central government of India, the maintenance of cost records has been specified under the sub-section (1) of section 148 of the Companies Act 2013, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty,

Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

- (c) According to the information and explanation given to us and based on the records of the company examined by us, there are no dues of Sales Tax, Service Tax, Excise Duty, Custom Duty and Value Added Tax which have not been deposited as at March 31, 2020 on account of any dispute except Income Tax as given below:

<b>S. No.</b>	<b>Nature</b>	<b>Assessment year</b>	<b>Amount of Dispute (in Rs.)</b>	<b>Amount Deposited</b>	<b>Forum where it is pending</b>
1	Income Tax	2012-2013	10,36,956	2,07,400	CIT(A)
2	Income Tax	2013-2014	7,33,487	1,50,000	CIT(A)
3	Income Tax	2014-2015	2,55,11,556	41,39,420	CIT(A)
4	Income Tax	2015-2016	1,23,14,018	24,63,000	CIT(A)
6	Income Tax	2016-2017	50,03,359	10,01,000	CIT(A)
7	Income Tax	2017-2018	1,19,28,448	55,67,000	CIT(A)
8	Income Tax	2018-2019	1,11,83,231	40,000	CIT(A)

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The Company has not issued any debentures.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) According to the information and explanations given by the management, the company has made preferential allotment during the year.
- (b) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sections 42 of the companies Act 2013 in respect of preferential allotment of shares.

- (c) Amount raised by way of Preferential allotment was solely utilized for the purpose for which amount was raised. Details of Preferential Allotment are given below:

Date of allotment	Parties to whom Shares/Share warrants are allotted	Class of Instrument	No. of Shares/Share warrants	Face Value	Issue price (Rs.)	Total amount received during the year 2019-20 (Rs.)
09.04.2019	Goldstone Power	Equity	27,00,000	Rs.4	80.1	16,22,02,500

- xv. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For P C N & Associates**

Chartered Accountants

FRN : 016016S

Sd/-

**K. Gopala Krishna**

Partner

M.No: 203605

UDIN: 20203605AAAACZ1895

Place : Hyderabad

Date : 27<sup>th</sup> June, 2020



## STANDALONE BALANCE SHEET

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	9,995.78	9,588.90
Capital work-in-progress		-	-
Intangible assets	5	592.54	583.16
Financial assets			
Investments	6	1.26	501.00
Loans	7	170.98	164.42
Other non current assets	8	1,007.48	1,026.54
Deferred tax assets, net	9	952.58	1,048.48
		<b>12,720.62</b>	<b>12,912.50</b>
<b>Current assets</b>			
Inventories	10	8,072.58	11,222.06
Financial assets			
Investments	6	-	10,191.35
Trade receivables	11	35,820.37	18,561.65
Cash and cash equivalents	12	178.92	2,108.19
Other bank balances	13	9,681.37	13,480.18
Loans	7	7,193.69	9,053.95
Others	14	12,184.24	5,221.27
Current tax assets		632.08	369.35
Other current assets	8	3,436.55	3,555.79
		<b>77,199.80</b>	<b>73,763.79</b>
		<b>89,920.42</b>	<b>86,676.29</b>
<b>Total assets</b>			
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Equity share capital	15	3,283.23	3,175.23
Other equity	16	69,916.03	67,346.76
		<b>73,199.26</b>	<b>70,521.99</b>
<b>Total equity</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	17	282.75	347.69
Provisions	18	547.95	416.06
Lease Liability		753.52	-
		<b>1,584.22</b>	<b>763.75</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	17	1,940.96	2,077.95
Provisions	18	20.19	18.34
Trade payables	19	10,559.70	11,908.68
Other financial liabilities	20	1,800.90	1,096.71
Other current liabilities	21	451.83	88.88
Current tax liabilities		363.36	199.99
		<b>15,136.94</b>	<b>15,390.55</b>
		<b>16,721.16</b>	<b>16,154.30</b>
<b>Total liabilities</b>			
<b>Total equity and liabilities</b>			
		<b>89,920.42</b>	<b>86,676.29</b>
<b>Notes forming part of standalone financial statements</b>		<b>1-45</b>	

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached  
**for P C N & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 016016S

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-  
**K. Gopala Krishna**  
Partner  
Membership No.: 203605

Sd/-  
**Naresh Kumar Rawal**  
Managing Director  
DIN: 01630545

Sd/-  
**N. Naga Satyam**  
Executive Director  
DIN: 02600472

Place : Hyderabad  
Date : 27th June 2020

Sd/-  
**B Sharat Chandra**  
Chief Financial Officer

Sd/-  
**P. Hanuman Prasad**  
Company Secretary  
Membership No.: A22525

## STANDALONE STATEMENT OF PROFIT AND LOSS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	Note	For the year ended 31 March 2020	For the year ended 31 March 2019
Revenue from operations	22	39,553.01	29,030.46
Other income	23	2,638.72	1,512.96
<b>Total income</b>		<b>42,191.73</b>	<b>30,543.42</b>
<b>Expenses</b>			
Cost of materials consumed	24	29,994.90	22,355.30
Changes in inventories and work in progress	25	(1,223.38)	1,336.20
Employee benefits expenses	26	4,269.29	3,296.82
Other operating expenses	27	3,040.61	792.85
Depreciation and amortisation expense	28	883.46	622.05
Finance costs	29	1,379.41	1,492.91
Other expenses	30	2,562.15	2,627.65
<b>Total expenses</b>		<b>40,906.44</b>	<b>32,523.78</b>
<b>Profit/(Loss) before exceptional items and tax</b>		1,285.29	(1,980.36)
<b>Exceptional items:</b>			
Profit on sale of investment in a subsidiary company	44	50.00	-
<b>Profit/(Loss) before tax</b>		<b>1,335.29</b>	<b>(1,980.36)</b>
<b>Tax expense</b>			
Current tax	31	163.37	13.53
Deferred tax	31	101.68	(636.38)
<b>Total tax expense</b>		265.05	(622.85)
<b>Profit/(Loss) for the year</b>		<b>1,070.24</b>	<b>(1,357.51)</b>
<b>Other comprehensive income/(loss)</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Re-measurement gains/ (losses) on defined benefit plan		(20.77)	(27.96)
Income-tax effect	31	5.78	7.78
<b>Other comprehensive income/(loss) for the year, net of tax</b>		(14.99)	(20.18)
<b>Total comprehensive income/(loss) for the year</b>		<b>1,055.25</b>	<b>(1,377.69)</b>
<b>Earnings per equity share (nominal value of INR 4) in INR</b>			
Basic	39	1.30	(2.16)
Diluted	39	1.30	(2.07)
<b>Notes forming part of standalone financial statements</b>	<b>1-45</b>		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached  
**for P C N & Associates**  
 Chartered Accountants  
 ICAI Firm Registration Number: 016016S

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
 CIN: L34100TG2000PLC035451

Sd/-  
**K. Gopala Krishna**  
 Partner  
 Membership No.: 203605

Sd/-  
**Naresh Kumar Rawal**  
 Managing Director  
 DIN: 01630545

Sd/-  
**N. Naga Satyam**  
 Executive Director  
 DIN: 02600472

Place : Hyderabad  
 Date : 27th June 2020

Sd/-  
**B Sharat Chandra**  
 Chief Financial Officer

Sd/-  
**P. Hanuman Prasad**  
 Company Secretary  
 Membership No.: A22525

## STANDALONE STATEMENT OF CASH FLOWS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>I. Cash flows from operating activities</b>		
<b>Profit before tax</b>	<b>1,335.29</b>	<b>(1,980.36)</b>
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation & Amortisation	731.58	520.04
Amortisation of intangible assets	151.88	102.01
Finance income (including fair value change in financial instruments)	(2,373.03)	(1,035.72)
Dividend income from mutual funds	(161.69)	(386.58)
Capital Gains from Investments	(55.30)	(32.51)
Profit on sale of investment in a subsidiary company	(50.00)	-
Finance costs (including fair value change in financial instruments)	1,379.41	1,492.91
Re-measurement losses on defined benefit plans	(20.77)	(27.96)
<b>Operating profit before working capital changes</b>	<b>937.37</b>	<b>(1,348.17)</b>
Changes in working capital:		
Adjustment for increase/(decrease) in operating assets		
Trade receivables	(17,258.71)	(9,760.07)
Inventories	3,149.48	(4,880.25)
Loans - Non current	(6.56)	(78.48)
Loans - current	1,860.26	(8,886.86)
Other financial assets - current	(6,962.97)	(4,528.24)
Other assets - current	119.23	(627.42)
Other assets - non current	19.06	823.41
Adjustment for (increase)/decrease in operating liabilities		
Trade payables	(1,348.97)	9,163.99
Other financial liabilities - current	704.19	328.03
Other current liabilities	362.94	(377.63)
Provisions	133.73	147.78
<b>Cash generated from operations</b>	<b>(18,290.95)</b>	<b>(20,023.91)</b>
Income taxes paid	(262.74)	(76.21)
<b>Net cash generated from/(used in) operating activities</b>	<b>(18,553.69)</b>	<b>(20,100.12)</b>

(Contd.)

**STANDALONE STATEMENT OF CASH FLOWS (Contd.)**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	<b>For the year ended 31 March 2020</b>	<b>For the year ended 31 March 2019</b>
<b>II. Cash flows from investing activities</b>		
Purchase of property, plant and equipment and intangibles (including capital work in progress)	(546.20)	(2,984.05)
"(Investments in)/ redemption of bank deposits (having original maturity of more than three months) - net"	3,798.81	(11,423.46)
(Investment)/ redemption of Mutual Funds	10,691.09	(10,692.35)
Dividend received on mutual funds	161.69	386.58
Capital Gains from Investments	55.30	32.51
Profit on sale of investment in a subsidiary company	50.00	-
Interest received (finance income)	2,373.03	1,035.72
<b>Net cash used in investing activities</b>	<b>16,583.72</b>	<b>(23,645.05)</b>
<b>III. Cash flows from financing activities</b>		
Share issue proceeds	1,622.03	52,064.60
Proceeds from/(repayment of) long-term borrowings, net	(64.94)	(625.76)
Proceeds from/(repayment of) short-term borrowings, net	(136.98)	(4,190.85)
Interest paid	(1,379.41)	(1,492.91)
<b>Net cash provided by financing activities</b>	<b>40.70</b>	<b>45,755.08</b>
<b>Net increase in cash and cash equivalents (I+II+III)</b>	<b>(1,929.27)</b>	<b>2,009.91</b>
Cash and cash equivalents at the beginning of the year	2,108.19	98.28
<b>Cash and cash equivalents at the end of the year (refer note below)</b>	<b>178.92</b>	<b>2,108.19</b>
<b>Note:</b>		
<b>Cash and cash equivalents comprise:</b>		
Cash on hand	0.29	1.44
Balances with banks:		
- in current accounts	178.63	2,106.75
	<b>178.92</b>	<b>2,108.19</b>
<b>Notes forming part of standalone financial statements</b>	<b>1-45</b>	

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached  
**for P C N & Associates**  
 Chartered Accountants  
 ICAI Firm Registration Number: 016016S

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
 CIN: L34100TG2000PLC035451

Sd/-  
**K. Gopala Krishna**  
 Partner  
 Membership No.: 203605

Sd/-  
**Naresh Kumar Rawal**  
 Managing Director  
 DIN: 01630545

Sd/-  
**N. Naga Satyam**  
 Executive Director  
 DIN: 02600472

Place : Hyderabad  
 Date : 27th June 2020

Sd/-  
**B Sharat Chandra**  
 Chief Financial Officer

Sd/-  
**P. Hanuman Prasad**  
 Company Secretary  
 Membership No.: A22525

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### a. Equity Share Capital

	No. of shares	Amount
Balance as at March 31, 2019	79,380,737	3,175.23
Add: Issued during the Year	2,700,000	108.00
Balance as at March 31, 2020	82,080,737	3,283.23

### b. Other equity

Particulars	Reserves and Surplus			Total
	Money received against Share Warrants	Securities premium	General reserve	
<b>At March 31, 2019</b>	4,528.74	62,444.43	1,486.32	67,346.76
Profit for the year	-	-	-	1,070.24
Additions during the year	-	2,054.70	-	2,054.70
Conversions During the Year	(540.68)	-	-	(540.68)
<b>Other comprehensive income</b>	-	-	-	(20.77)
Re-measurement gains/ (losses) on defined benefit plans	-	-	-	5.78
Income-tax effect	-	-	-	-
<b>At March 31, 2020</b>	<b>3,988.06</b>	<b>64,499.13</b>	<b>1,486.32</b>	<b>69,916.03</b>
<b>Notes forming part of standalone financial statements</b>	<b>1-45</b>			

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached  
**for P C N & Associates**  
 Chartered Accountants  
 ICAI Firm Registration Number: 016016S  
 Sd/-

**K. Gopala Krishna**  
 Partner  
 Membership No.: 203605

Place : Hyderabad  
 Date : 27th June 2020

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
 CIN: L34100TG2000PLC035451

Sd/-  
**Naresh Kumar Rawal**  
 Managing Director  
 DIN: 01630545

Sd/-  
**B Sharat Chandra**  
 Chief Financial Officer

Sd/-  
**N. Naga Satyam**  
 Executive Director  
 DIN: 02600472

Sd/-  
**P. Hanuman Prasad**  
 Company Secretary  
 Membership No.: A22525



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 1. General Information

Olectra Greentech Limited (Formerly known as Goldstone Infratech Limited) ('the Company') is a Public Limited Company incorporated in India, having its registered office at Hyderabad, India. The Company is primarily engaged in the manufacturing of composite polymer insulators and electrical buses. The Company is listed in the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

### 2. Basis of preparation of financial statements

#### 2.1 Statement of Compliance

These financial statements are prepared under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. These financial statements comply with Indian Accounting Standard (Ind AS), the provisions of the Companies Act, 2013 ("the Act") (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements were authorised for issue by the Company's Board of Directors on June 27, 2020.

Details of the accounting policies are included in Note 3.

#### 2.2 Basis of measurement

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

- certain financial assets and liabilities are measured at fair value;
- employee defined benefit assets/(liability)

are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;

- long term borrowings are measured at amortized cost using the effective interest rate method.

#### 2.3 Functional currency

The financial statements are presented in Indian rupees Lakhs, which is the functional currency of the company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates.

All amounts are in Indian Rupee Lakhs except share data, unless otherwise stated.

#### 2.4 Operating cycle

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

##### Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

##### Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the company's normal operating cycle;

- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

## **2.5 Critical accounting judgements and key sources of estimation uncertainty**

In the application of the company's accounting policies, which are described in note 3, the management of the company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

### **Provision and contingent liability**

On an ongoing basis, company reviews pending cases, claims by third parties and

other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

### **Useful lives of depreciable assets**

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2020 management assessed that the useful lives represent the expected utility of the assets to the company. Further, there is no significant change in the useful lives as compared to previous year."

## **2.6 Measurement of fair values**

A number of the company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input

that is significant to the entire measurement. The company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### **3. Significant accounting policies**

#### **3.1 Revenue recognition**

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those products or services.

The company's revenues are derived from sale of goods and services.

- Revenue from sale of goods is recognized where control is transferred to the company's customers at the time of shipment to or receipt of goods by the customers.
- Service income, is recognized as and when the underlying services are performed. Upfront non-refundable payments received under these arrangements continue to be deferred and are recognized over the expected period that related services are to be performed.
- Dividend income is accounted for when the right to receive the income is established.
- Difference between the sale price and carrying value of investment is recognised as profit or loss on sale / redemption on investment on trade date of transaction.
- Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### **3.2 Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use

of an identified asset for a period of time in exchange for consideration.

#### **Company as a lessee**

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing



rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

### **3.3 Foreign currencies**

In preparing the financial statements of the company, transactions in currencies other than the company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost

in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

### **3.4 Borrowing costs**

Specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes interest expense, amortization of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

### **3.5 Taxation**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

#### **Current tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

#### **Deferred tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to

the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### **3.6 Earnings per share**

The company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

### **3.7 Property, plant and equipment (PPE)**

The initial cost of PPE comprises its purchase

price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

### **3.8 Expenditure during construction period**

Expenditure during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

### **3.9 Depreciation**

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the company, or the number of production or similar units expected to be obtained from the asset by the company.

The company has componentised its PPE and has separately assessed the life of major components. In case of certain classes of PPE,

the company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets.

Such classes of assets and their estimated useful lives are as under:

<b>Particulars</b>	<b>Useful life</b>
Buildings	30 years
Plant and Machinery	8 to 15 years
Electrical Equipment	10 years
Office Equipment	5 to 10 years
Computers	3 years
Furniture and Fixtures	10 years
Vehicles	8 to 10 years
Leasehold Improvements	15 years

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

### 3.10 Intangible assets and amortisation

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

#### **Amortization**

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Design and development is amortised over a period of five years.

### 3.11 Inventories

Inventories are valued as follows:

- **Raw materials, stores & spare parts and packing materials:**

Valued at lower of cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on FIFO basis.

- **Work-in- progress (WIP), finished goods and stock-in-trade:**

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

### 3.12 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

### 3.13 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

### 3.14 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Where the company receives non-monetary grants, the asset and the grant are accounted

at fair value and recognised in the statement of profit and loss over the expected useful life of the asset.

### **3.15 Impairment of non financial assets**

The carrying amounts of the company's non-financial assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are companyed together into the smallest company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or companies of assets (the "cash-generating unit").

An impairment loss is recognized in the income statement if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

An impairment loss in respect of equity accounted investee is measured by comparing the recoverable amount of investment with its carrying amount. An impairment loss is recognized in the income statement, and reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

### **3.16 Employee benefits**

#### **Short-term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### **Defined contribution plans**

The company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

#### **Defined benefit plans**

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the

net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

### **Termination benefits**

Termination benefits are recognized as an expense when the company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

### **Other long-term employee benefits**

The company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

## **3.17 Provisions**

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

## **3.18 Contingent liabilities & contingent assets**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

## **3.19 Financial instruments**

### **a. Recognition and Initial recognition**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

### **b. Classification and Subsequent measurement**

#### **Financial assets:**

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL"

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. On initial recognition, the company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. Financial assets: Business model assessment.

The company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows

through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the company considers the

contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

**Financial assets:** Subsequent measurement and gains and losses

**Financial assets at FVTPL:** These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

**Financial assets at amortised cost:** These assets are subsequently measured at amortised cost using the effective

interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

### **Financial liabilities:**

Classification, Subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

## **c. Derecognition**

### **Financial assets**

The company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

### **Financial liabilities**

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit.

#### **d. Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

#### **e. Impairment**

The company recognises loss allowances for expected credit losses on financial assets measured at amortised cost;

At each reporting date, the company assesses whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income (FVTOCI) are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the restructuring of a loan or advance by the company on

terms that the company would not consider otherwise;

- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the company considers reasonable



and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and informed credit assessment and including forward-looking information.

#### **Measurement of expected credit losses**

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the company in accordance with the contract and the cash flows that the company expects to receive). Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

#### **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the company's procedures for recovery of amounts due.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 4. Property, plant and equipment

Particulars	Land	Buildings	Plant and Machinery	Electrical Equipment	Office Equipment	Computers	Furniture and Fixtures	Vehicles	Leasehold Improvements	Right of Use Asset	Total
Deemed Cost											
At April 1, 2018	4,275.05	494.02	1,904.42	57.69	12.52	50.92	8.20	515.69	1.26	-	7,319.77
Additions	-	1,216.16	1,588.58	22.81	16.46	67.38	35.39	390.77	-	-	3,337.55
Deletions	-	-	-	-	-	-	-	-	-	-	-
<b>At March 31, 2019</b>	<b>4,275.05</b>	<b>1,710.18</b>	<b>3,493.00</b>	<b>80.50</b>	<b>28.98</b>	<b>118.30</b>	<b>43.59</b>	<b>906.46</b>	<b>1.26</b>	<b>-</b>	<b>10,657.32</b>
Additions	-	7.39	213.90	42.75	20.00	56.33	33.17	8.85	-	850.43	1,232.82
Deletions	-	-	-	-	0.48	-	-	116.63	-	-	117.11
<b>At March 31, 2020</b>	<b>4,275.05</b>	<b>1,717.57</b>	<b>3,706.90</b>	<b>123.25</b>	<b>48.50</b>	<b>174.63</b>	<b>76.76</b>	<b>798.68</b>	<b>1.26</b>	<b>850.43</b>	<b>11,773.03</b>
Accumulated depreciation											
At April 1, 2018	-	39.23	433.16	23.60	4.00	12.44	1.95	33.04	0.96	-	548.38
Charge for the year	-	36.30	356.71	15.63	3.52	22.92	2.59	82.07	0.30	-	520.04
Less: Adjustments	-	-	-	-	-	-	-	-	-	-	-
<b>At March 31, 2019</b>	<b>-</b>	<b>75.53</b>	<b>789.87</b>	<b>39.23</b>	<b>7.52</b>	<b>35.36</b>	<b>4.54</b>	<b>115.11</b>	<b>1.26</b>	<b>-</b>	<b>1,068.42</b>
Charge for the year	-	58.48	375.15	10.55	6.68	41.80	5.65	87.81	-	145.46	731.58
Less: Adjustments	-	-	-	-	0.29	-	-	22.46	-	-	22.75
<b>At March 31, 2020</b>	<b>-</b>	<b>134.01</b>	<b>1,165.02</b>	<b>49.78</b>	<b>13.91</b>	<b>77.16</b>	<b>10.19</b>	<b>180.46</b>	<b>1.26</b>	<b>145.46</b>	<b>1,777.25</b>
Carrying amount											
At March 31, 2019	4,275.05	1,634.65	2,703.13	41.27	21.46	82.94	39.05	791.35	-	-	9,588.90
At March 31, 2020	4,275.05	1,583.56	2,541.88	73.47	34.59	97.47	66.57	618.22	-	704.97	9,995.78

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	Design & Development	Total
<b>5 Intangible assets</b>		
<b>Cost</b>		
<b>At April 1, 2018</b>	409.51	409.51
Additions	295.83	295.83
<b>At March 31, 2019</b>	<b>705.34</b>	<b>705.34</b>
Additions	161.26	161.26
<b>At March 31, 2020</b>	<b>866.60</b>	<b>866.60</b>
<b>Accumulated depreciation</b>		
<b>At April 1, 2018</b>	20.17	20.17
Amortisation expense	102.01	102.01
<b>At March 31, 2019</b>	<b>122.18</b>	<b>122.18</b>
Amortisation expense	151.88	151.88
<b>At March 31, 2020</b>	<b>274.06</b>	<b>274.06</b>
<b>Carrying amount</b>		
<b>At March 31, 2019</b>	<b>583.16</b>	<b>583.16</b>
<b>At March 31, 2020</b>	<b>592.54</b>	<b>592.54</b>
	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>6 Investments</b>		
<b>Non-current</b>		
<i>Investments carried at deemed cost (Refer note a)</i>		
<i>Unquoted equity shares</i>		
<i>Investments in subsidiaries/ JV</i>		
60,10,000 (March 31, 2019: 60,10,000) equity shares of ₹ 10 each in TF Solar Power Private Limited	-	-
NIL (March 31, 2019: 50,00,000) equity shares of ₹ 10 each in EVEY Trans Private Limited	-	500.00
2,600 (March 31, 2019: NIL) equity shares of ₹ 10 each in EVEY Trans (SMC) Private Limited	0.26	-
In SSISPL-OGL-BYD Consortium	1.00	1.00
<b>Total</b>	<b>1.26</b>	<b>501.00</b>
<b>Current</b>		
<b>Investment carried at fair value through profit and loss (Refer Note (a) below)</b>		
Investment in Mutual Funds	-	10,191.35
	<b>-</b>	<b>10,191.35</b>

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2020	31 March 2019
<b>Note (a) Details of current investments</b>		
<b>Investments in Mutual Funds</b>		
HDFC Arbitrage Fund - NIL (March 31, 2019: 2,37,73,593.93 units of ₹ 10.463 each)	-	2,487.43
Kotak Equity Arbitrage Fund - NIL (March 31, 2019: 1,06,28,183.43 units of ₹ 23.539 each)	-	2,501.76
Reliance Arbitrage Fund - NIL (March 31, 2019: 3,40,80,627.11 units of ₹ 10.996 each)	-	3,747.47
SBI Arbitrage Oppurtunities Fund - NIL (March 31, 2019: 88,31,084.802 units of ₹ 14.1899 each)	-	1,253.33
SBI Liquid Fund - NIL (March 31, 2019: 6,837.854 units of ₹ 2,944.737 each)	-	201.36
	-	<b>10,191.35</b>
<b>7 Loans (Unsecured, considered good unless otherwise stated)</b>		
<b>Non-current</b>		
Security deposits	170.98	164.42
<b>Total</b>	<b>170.98</b>	<b>164.42</b>
<b>Current</b>		
Security deposits		
- To Related Party	100.00	100.00
- To Others	2.52	-
Inter-corporate Loans	6,800.00	8,500.00
Secured - Earnest Money Deposits	291.17	453.95
<b>Total</b>	<b>7,193.69</b>	<b>9,053.95</b>
<b>8 Other assets</b>		
<b>Non-Current assets</b>		
Unsecured, considered good		
Capital advances		
- others	1,000.00	1,016.00
Advances other than capital advances		
Prepaid lease expenses	7.48	10.54
<b>Total</b>	<b>1,007.48</b>	<b>1,026.54</b>

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Current assets</b>		
Unsecured, considered good		
Advances other than capital advances		
Staff advances	2.28	19.03
Supplier advances	488.54	713.24
Other advances	25.31	26.63
Prepaid expenses	399.56	366.67
Balances with Government Departments	2,520.86	2,430.22
<b>Total</b>	<b>3,436.55</b>	<b>3,555.79</b>
<b>9 Deferred tax asset, net</b>		
Deferred tax asset		
- Provision allowed under tax on payment basis	165.12	130.03
- Expected credit loss/ Fair Valuation of financial assets	258.88	202.45
- Carried Forward of Losses	434.71	770.76
- MAT credit entitlement	354.84	177.94
<b>Total</b>	<b>1,213.55</b>	<b>1,281.18</b>
Deferred tax liability		
- Tangible and Intangible assets	(244.62)	(209.65)
- Fair valuation of financial liabilities	(16.35)	(23.05)
<b>Total</b>	<b>(260.97)</b>	<b>(232.70)</b>
<b>Deferred tax asset, net</b>	<b>952.58</b>	<b>1,048.48</b>

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>10 Inventories</b>		
Raw materials		
- Insulators	1,363.86	1,492.53
- E Bus material	1,704.21	5,948.39
Work in progress		
- Insulators	1,347.17	539.16
- E Bus	3,657.34	3,241.98
<b>Total</b>	<b>8,072.58</b>	<b>11,222.06</b>
<b>11 Trade receivables</b>		
Unsecured, considered good	9,296.59	9,416.90
From related parties	27,396.69	9,871.74
	<b>36,693.28</b>	<b>19,288.64</b>
Less: Allowance for doubtful receivables	(872.91)	(726.99)
<b>Total</b>	<b>35,820.37</b>	<b>18,561.65</b>
<b>12 Cash and cash equivalents</b>		
Balances with banks:		
- On current accounts	178.63	2,106.75
Cash on hand	0.29	1.44
<b>Total</b>	<b>178.92</b>	<b>2,108.19</b>
<b>13 Other Bank balances</b>		
Term deposits with Banks with original maturities of more than 3 months and less than 1 year*	9,681.37	13,480.18
<b>Total</b>	<b>9,681.37</b>	<b>13,480.18</b>
*Includes margin money deposits against bank guarantees and letter of credits.		

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2020	31 March 2019
<b>14 Others (Unsecured, considered good unless otherwise stated)</b>		
<b>Current</b>		
Interest accrued	2,022.37	748.49
Insurance claim receivable	65.64	28.77
Subsidy receivable	5,850.00	1,250.00
Loans and advances to related party	4,246.23	3,194.01
<b>Total</b>	<b>12,184.24</b>	<b>5,221.27</b>
<b>15 Share Capital</b>		
<b>Authorised Share Capital</b>		
15,00,00,000 equity shares of Rs.4/- each	6,000.00	6,000.00
<b>Issued, subscribed and fully paid-up</b>		
8,20,80,737 equity shares of Rs.4/- each fully paid-up (March 31, 2019: 7,93,80,737 Equity shares)	3,283.23	3,175.23
<b>Total</b>	<b>3,283.23</b>	<b>3,175.23</b>
<b>(a) Reconciliation of shares outstanding at the beginning and end of the reporting year</b>		
<b>Particulars</b>	<b>Number of Shares</b>	<b>Value</b>
<b>Equity shares of Rs.4/- each fully paid</b>		
Balance at April 01, 2018	50,180,737	2,007.23
Issued during the year	29,200,000	1,168.00
<b>Balance at March 31, 2019</b>	<b>79,380,737</b>	<b>3,175.23</b>
Issued during the year	2,700,000	108.00
<b>Balance at March 31, 2020</b>	<b>82,080,737</b>	<b>3,283.23</b>
<b>(b) Terms / rights attached to the equity shares</b>		
<p>Equity shares of the Company have a par value of ₹ 4 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>		

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

<b>(c) Details of shareholders holding more than 5% shares in the Company</b>		
<b>Particulars</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Equity shares of Rs.4/- each fully paid</b>		
<u>MEIL Holdings Limited</u>		
Number of shares held	37,072,359	36,500,001
% of holding	45.17%	45.98%
<u>Trinity Infraventures Limited</u>		
Number of shares held	7,434,808	7,776,165
% of holding	9.06%	9.80%
<u>Goldstone Power Private Limited</u>		
Number of shares held	5,400,000	2,700,000
% of holding	6.58%	3.40%
<u>Gyanmay Investment Advisors LLP</u>		
Number of shares held	10,645,435	11,200,000
% of holding	12.97%	14.11%
<b>16 Other equity</b>		
<b>Securities premium</b>		
Opening balance	62,444.43	14,995.23
Add: Premium on fresh issue	2,054.70	47,449.20
Closing balance	<b>64,499.13</b>	<b>62,444.43</b>
Securities premium consists of the difference between the face value of the equity shares and the consideration received in respect of shares issued.		
<b>Money received against Share Warrants</b>		
Opening balance	4,528.74	1,081.35
Additions during the year	-	3,988.07
Conversions during the year	(540.68)	(540.68)
Closing balance	<b>3,988.06</b>	<b>4,528.74</b>
Money received against share warrants represents monies received against which the equity shares have to be allotted.		
<b>General reserve</b>		
Opening balance	1,486.32	1,486.32
Add: Transfers during the year	-	-
Closing balance	<b>1,486.32</b>	<b>1,486.32</b>



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2020	31 March 2019
<p>The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.</p> <p><b>Retained earnings</b></p> <p>Opening balance</p> <p>Profit/(loss) for the year</p> <p>Other comprehensive income</p> <p>Less: Transfers to general reserve</p> <p>Closing balance</p> <p><b>Total other equity</b></p>	<p>(1,112.73)</p> <p>1,070.24</p> <p>(14.99)</p> <p>-</p> <p><b>(57.48)</b></p> <p><b>69,916.03</b></p>	<p>264.96</p> <p>(1,357.51)</p> <p>(20.18)</p> <p>-</p> <p><b>(1,112.73)</b></p> <p><b>67,346.76</b></p>
<p><b>17 Borrowings</b></p> <p><b>Non-current</b></p> <p><b>Secured loans</b></p> <p>Term loan</p> <p>- From Financial Institutions (refer note A below)</p> <p>Less: Transfer to current maturities</p> <p>Vehicle loans</p> <p>- From Banks (refer note B below)</p> <p><b>Unsecured loans</b></p> <p>Sales tax deferrment loan (refer note C below)</p> <p>Others</p> <p><b>Total</b></p> <p><b>Current</b></p> <p><b>Secured loans repayable on demand</b></p> <p>- Working capital loans from State Bank of India (refer note D below)</p> <p>- Current maturities of long term borrowings</p> <p><b>Total</b></p>	<p>-</p> <p>-</p> <p>42.57</p> <p>240.18</p> <p>-</p> <p><b>282.75</b></p> <p>1,869.49</p> <p>71.47</p> <p><b>1,940.96</b></p>	<p>9.53</p> <p>(9.53)</p> <p>61.00</p> <p>286.69</p> <p>-</p> <p><b>347.69</b></p> <p>1,980.29</p> <p>97.66</p> <p><b>2,077.95</b></p>

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**A. Term loan from Financial Institutions:**

Term loan consists of loan taken from Reliance Capital Limited in February 2017 amounting Rs. 20 Lakhs. The loan carries an interest rate of 15.35% repayable in 28 equal installments. This loan is secured by hypothecation of the Equipments of the Company for which the loan was obtained.

**B. Vehicle loans from Banks:**

The Company has the following 3 vehicle loans:

Vehicle loans of Rs. 22.46 Lakhs & Rs. 8.49 Lakhs taken from Yes Bank on 25-07-2018 repayable in 48 installments from August 2018 to July 2022 and a vehicle loan of Rs. 56 Lakhs from Yes Bank on 18-09-2018 repayable in 60 installments from October 2018 to September 2023. These loans are secured by hypothecation of the vehicles for which the loan was taken.

**C. Sales tax deferrment loan:**

The Company has been granted an interest free sales tax deferrment loan by the Government of Andhra Pradesh. As per the terms of this scheme, the Company has to repay the amount till FY 2022-23.

**D. Working capital loan from State Bank of India:**

Working Capital Facilities from State Bank of India carries an interest rate ranging from 9.80% to 11% are secured by:

- i. Exclusive first charge on Current Assets of Insulator division of the Company both present and future
- ii. Exclusive first charge by way of equitable mortgage of Project land, factory land & building of Company
- iii. Exclusive first charge by way of equitable mortgage of immovable property of M/s. Goldstone Technologies Limited
- iv. First charge on fixed assets(excluding land mentioned in ii above) of Insulator division and Second charge on the fixed assets of E-Bus division of the Company both present and future
- v. Corporate guarantee given by M/s Trinity Infraventures Limited & M/s Goldstone technologies Limited"

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2020	31 March 2019
<b>18 Provisions</b>		
<b>Non-Current</b>		
Provision for employee benefits		
- Gratuity (refer note 36)	371.17	291.22
- Compensated absences	176.78	124.84
<b>Total</b>	<b>547.95</b>	<b>416.06</b>
<b>Current</b>		
Provision for employee benefits		
- Gratuity (refer note 36)	6.41	7.55
- Compensated absences	13.78	10.79
<b>Total</b>	<b>20.19</b>	<b>18.34</b>
<b>19 Trade payables</b>		
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	1,590.14	1,414.99
- Total outstanding dues of creditors other than micro enterprises and small enterprises	8,817.34	10,437.91
Payable to related parties	152.22	55.78
<b>Total</b>	<b>10,559.70</b>	<b>11,908.68</b>
<b>20 Other financial liabilities</b>		
Interest accrued but not due on borrowings	72.21	87.93
Employee payables	179.56	171.27
Provision for expenses	1,383.58	583.96
Security deposits received	165.55	253.55
<b>Total</b>	<b>1,800.90</b>	<b>1,096.71</b>
<b>21 Other liabilities</b>		
<b>Current</b>		
Advance received from customers	95.70	19.34
Statutory liabilities	356.13	69.54
<b>Total</b>	<b>451.83</b>	<b>88.88</b>

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>22 Revenue from operations</b>		
Revenue from sale of products	30,462.24	27,620.33
Revenue from Services	3,165.10	158.60
Other Operational Income	5,925.67	1,251.53
<b>Total</b>	<b>39,553.01</b>	<b>29,030.46</b>
<b>23 Other income</b>		
Interest income	2,373.03	1,035.72
Dividend income from mutual funds	161.69	386.58
Capital Gains from mutual funds	53.31	32.51
Profit on Sale of Investments	1.99	-
Write back of liabilities no longer required	-	37.08
Foreign exchange gain	43.07	-
Miscellaneous income	5.63	21.07
<b>Total</b>	<b>2,638.72</b>	<b>1,512.96</b>
<b>24 Cost of materials consumed</b>		
Opening Stock of raw materials and consumables	7,440.92	1,224.48
Add : Purchases during the year	25,622.06	28,571.74
	33,062.98	29,796.22
Less : Closing Stock of raw materials and consumables	3,068.08	7,440.92
<b>Total</b>	<b>29,994.90</b>	<b>22,355.30</b>
<b>25 Changes in inventories and Work in progress</b>		
Work in progress		
Inventories at the beginning of the year	3,781.13	5,117.33
Less : Inventories at the end of the year	5,004.51	3,781.13
(Increase) / Decrease in Inventories	<b>(1,223.38)</b>	<b>1,336.20</b>
<b>26 Employee benefits expenses</b>		
Salaries, wages and bonus	4,112.73	3,173.15
Contribution to provident and other funds	95.78	70.40
Staff welfare expenses	60.78	53.27
<b>Total</b>	<b>4,269.29</b>	<b>3,296.82</b>
<b>27 Other operating expenses</b>		
Consumption of stores and spares	105.33	73.12
Power and fuel	450.89	443.67
Repairs to building	1.88	8.24
Repairs to machinery	87.25	77.95
Insurance	24.89	6.81
Testing and inspection charges	101.33	108.59
Bus Operations	2,269.04	74.47
<b>Total</b>	<b>3,040.61</b>	<b>792.85</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2020	31 March 2019
<b>28 Depreciation and amortisation expense</b>		
Depreciation of tangible assets	731.58	520.04
Amortization of intangible assets	151.88	102.01
<b>Total</b>	<b>883.46</b>	<b>622.05</b>
<b>29 Finance costs</b>		
Interest on term loans	9.16	15.44
Interest on working capital loan and cash credit	885.82	562.06
Other borrowing cost	100.85	332.47
Bank charges and commissions	383.58	582.94
<b>Total</b>	<b>1,379.41</b>	<b>1,492.91</b>
<b>30 Other expenses</b>		
Rent	166.74	272.93
Freight charges	357.13	425.84
Directors sitting fees	14.25	13.30
Rates and taxes	111.47	104.63
Office maintenance	59.21	39.90
Office electricity charges	36.00	29.39
Security charges	61.94	27.07
Telephone and postage expenses	41.30	20.90
Printing and stationary	21.68	23.35
Insurance charges	73.69	85.32
Travelling expenses	335.64	267.22
Conveyance	129.95	105.35
Repairs and maintenance - others	100.89	157.59
Consultancy charges	157.60	278.35
Business promotion expenses	114.09	196.64
Exhibition expenses	131.78	102.37
Advertisement & Other Selling Expenses	410.80	316.52
Commission	-	9.03
Legal fees	14.11	57.50
Listing fees	5.90	9.90
Auditors remuneration	10.00	10.00
Vehicle maintenance	23.52	15.19
Allowances for doubtful debts (net)	145.17	18.63
Gifts and donations	0.43	1.75
Miscellaneous expenses	38.86	38.98
<b>Total</b>	<b>2,562.15</b>	<b>2,627.65</b>

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**Note: Miscellaneous expenses includes amount spent for Corporate Social Responsibility**

Revenue expenditure charged to statement of profit and loss in respect of Corporate Social Responsibility (CSR) activities undertaken during the year ended March, 31 2020 was Rs. 10.67 Lakhs as compared to Rs. 0.80 Lakhs [Rs. 0.80 Lakhs has been paid in cash] for the year ended March 31, 2019.

	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>31 Tax expenses</b>		
Current income tax:		
Current income tax charge*	163.37	13.53
Deferred tax:		
MAT credit entitlement	(176.90)	(72.95)
Relating to originating and reversal of temporary differences	278.58	(563.43)
<b>Income tax expense recognised in the statement of profit or loss</b>	<b>265.05</b>	<b>(622.85)</b>
<b>Deferred tax related to items considered in OCI during the year</b>		
Re-measurement gains/ (losses) on defined benefit plan	5.78	7.78
<b>Income tax charge to OCI</b>	<b>5.78</b>	<b>7.78</b>
* Includes tax expense reversal relating Previous year amounting Rs. 13.53 Lakhs		
<b>Reconciliation of tax expense with the accounting profit multiplied by domestic tax rate:</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
Accounting profit before income tax	1,335.29	(1,980.36)
Tax on accounting profit at statutory income tax rate	347.18	(514.89)
Effect of exempt non operating Income	(42.04)	(100.51)
Effect of non - deductible expense	100.65	47.40
Adjustments in respect of deferred tax at different rates	28.41	(39.76)
Tax on income at MAT rates	(176.90)	-
Others	7.76	(15.09)
<b>Total</b>	<b>265.06</b>	<b>(622.85)</b>
<b>Tax expense reported in the statement of profit and loss</b>	<b>265.05</b>	<b>(622.85)</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	As at 31-Mar-20	As at 31-Mar-19
<b>32 Contingent liabilities and commitments</b>		
<b>i) Contingent liabilities:</b>		
- Corporate guarantees given (Refer note 'a' below)	900.00	1,350.00
- Outstanding Guarantees and Counter Guarantees to various Banks, in respect of the guarantees given by those banks in favour of various Govt Authorities and Others	7,546.48	7,034.16
- Outstanding Letters of credit	1,261.43	2,054.95
- Claims against the Company not acknowledged as debts (See Note 'b' below)	677.10	-
<b>ii) Commitments:</b>		
- Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	72.74	66.80
<p>Note :- (a)</p> <p>i) Corporate Guarantee given for the credit facilities of Rs. 900 lakhs availed by M/s. Trinity Infraventures Limited with Allahabad Bank.</p> <p>ii) 31 March, 2020-NIL; 31 March, 2019 - Collateral Security and Corporate Guarantee given for the credit facilities of Rs. 450 lakhs availed by M/s. Goldstone Technologies Limited with Central Bank of India.</p> <p>Note :- (b)</p> <p>The Income Tax Department has raised demands on the Company in respect of past years on account of various disallowances, the year wise break up of which is as under:</p>		
Assessment year	Amount of Dispute	Forum where it is pending
2012-2013	10.37	CIT(A)
2013-2014	7.33	CIT(A)
2014-2015	255.12	CIT(A)
2015-2016	123.14	CIT(A)
2016-2017	50.03	CIT(A)
2017-2018	119.28	CIT(A)
2018-2019	111.83	CIT(A)

The Company believes the possibility of any liability that may arise on account of above Income tax matters is not probable. Accordingly, no provision has been made in these financial statements as of 31 March 2020.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 33 Related party disclosures

#### a) Names of related parties and description of relationship

Entities having significant influence over the Company	Trinity Infraventures Limited
	MEIL Holdings Limited
	Megha Engineering & Infrastructures Limited
Subsidiaries	TF Solar Power Private Limited
	SSISPL-OGL-BYD Consortium
Associate	Evey Trans (SMC) Private Limited
Subsidiaries of MEIL Holdings Limited	Evey Trans Private Limited
	Turbo Megha Airways Private Limited
Subsidiary of Trinity Infraventures Limited	Trinity Cleantech Private Limited
Key Management Personnel ("KMP")	Mr. N. K. Rawal, Managing Director
	Mr. N. Nagasatyam, Executive Director
	Mr. B. Sharat Chandra, CFO
	Mr. Hanuman Prasad, Company Secretary

#### b) Transactions with related parties

	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Key Management Personnel</b>		
Remuneration Paid*	318.21	296.31
<b>Entities having significant influence over the Company</b>		
Sale of goods & services	538.85	8.16
Interest Income	125.00	55.07
Unsecured Loans given/ (Repaid)	-	1,381.68
<b>Subsidiaries</b>		
Sale of goods & services	-	10,890.80
Lease Rental Expenses	-	74.47
Interest Income	13.02	7.22
Equity Investment/ Investment	-	501.00
Unsecured Loans given/ (Repaid)	(137.86)	2,179.77
<b>Step down Subsidiary (Subsidiary of Evey Trans Private Limited)</b>		
Unsecured Loans given/ (Repaid)	-	0.25
<b>Associate</b>		
Equity Investment/ Investment	0.26	-



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### b) Transactions with related parties

	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Subsidiaries of Trinity &amp; MEIL Holdings</b>		
Sale of goods & services	17,779.86	191.70
Purchase of Material & Capital Goods	456.29	66.30
Lease Rental Expenses	2,092.54	64.26
Interest Income	447.73	-
Unsecured Loans given/ (Repaid)	974.35	-
*Does not include insurance, which is paid by the Company as a whole and gratuity and compensated absences as this is provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.		

### c) Details of balances receivable from and payable to related parties are as follows:

Name of Related Party	As at 31-Mar-20	As at 31-Mar-19
<b>Trade Receivables</b>		
Megha Engineering & Infrastructures Limited	405.35	133.81
Evey Trans Private Limited	26,860.96	9,589.39
SSISPL-OGL-BYD Consortium	-	18.16
Turbo Megha Airways Private Limited	130.38	130.38
<b>Loans &amp; Advances to Related Parties - Other Financial Assets</b>		
Trinity Infraventures Limited	875.62	1,004.58
Evey Trans Private Limited	3,365.51	2,073.21
SSISPL-OGL-BYD Consortium	4.83	115.96
OHA Commute Private Limited	0.27	0.25
<b>Trade Payables</b>		
Trinity Cleantech Private Limited	152.22	-
Evey Trans Private Limited	-	55.78
<b>Supplier advances - Other Current Assets</b>		
Trinity Cleantech Private Limited	-	6.10
<b>Inter-corporate Loans - Current Loans - Financial Assets</b>		
Trinity Infraventures Limited	1,000.00	1,000.00

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### d) Terms and conditions of transactions with related parties:

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

### e) Others:

The Company has given Corporate Guarantee for the credit facilities of Rs. 900 lakhs availed by M/s. Trinity Infraventures Limited with Allahabad Bank.

### 34 Segment information

Ind AS 108 "Operating Segment" ("Ind AS 108") establishes standards for the way that public business enterprises report information about operating and geographical segments and related disclosures about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, Operating segments and geographical segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance and allocates resources on overall basis.

The Company has two reportable segments during the year, i.e. composite Polymer Insulators and Electric Buses.

The segment revenue, profitability, assets and liabilities are as under:

<b>Revenue by segment</b>	<b>For the year ended 31 March 2020</b>	<b>For the year ended 31 March 2019</b>
a) Insulator division	11,681.00	14,550.06
b) E Bus division	27,872.01	14,480.39
<b>Total revenue</b>	<b>39,553.01</b>	<b>29,030.45</b>
<b>Segment Results</b>	<b>For the year ended 31 March 2020</b>	<b>For the year ended 31 March 2019</b>
(Profit before tax & interest)		
a) Insulator division	725.14	139.93
b) E Bus division	393.74	(1,839.81)
<b>Total</b>	<b>1,118.88</b>	<b>(1,699.88)</b>
Less: (i) Interest	1,379.41	1,492.91
(ii) Unallocable expenditure (Net of Un allocable income)	(1,595.82)	(1,212.43)
<b>Total Profit before tax</b>	<b>1,335.29</b>	<b>(1,980.36)</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	As at 31-Mar-20	As at 31-Mar-19
<b>Segment Assets</b>		
a) Insulator Division	18,696.26	19,641.03
b) eBus Division	59,467.90	37,025.08
c) Unallocated	11,756.26	30,010.18
<b>Total</b>	<b>89,920.42</b>	<b>86,676.29</b>
<b>Segment Liabilities</b>		
a) Insulator Division	5,239.44	5,992.21
b) eBus Division	11,118.36	9,962.10
c) Unallocated	363.36	199.99
<b>Total</b>	<b>16,721.16</b>	<b>16,154.30</b>
<b>Capital Employed</b>		
a) Insulator Division	13,456.82	13,648.82
b) eBus Division	48,349.54	27,062.98
c) Unallocated	11,392.90	29,810.19
<b>Total</b>	<b>73,199.26</b>	<b>70,521.99</b>
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>35 Auditors' remuneration include:</b>		
Statutory audit fee (including limited review)	8.00	8.00
Tax audit fee	2.00	2.00
<b>Total</b>	<b>10.00</b>	<b>10.00</b>

### 36 Gratuity

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement/exit, restricted to a sum of Rs. 20 Lakhs

The following tables summarize the components of net benefit expense recognised in the statement of profit or loss and the amounts recognised in the balance sheet for the plan:

Reconciliation of opening and closing balances of the present value of the defined benefit obligations:

Particulars	31-Mar-20	31-Mar-19
<b>Opening balance</b>	<b>298.77</b>	<b>214.98</b>
Current service cost	72.37	47.49
Past service cost	-	-
Interest cost	23.01	16.49
Benefits paid	(37.34)	(8.15)
Actuarial gain	20.77	27.96
<b>Closing balance</b>	<b>377.58</b>	<b>298.77</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31-Mar-20	31-Mar-19
Present value of projected benefit obligation at the end of the year	377.58	298.77
Fair value of plan assets at the end of the year	-	-
Net liability recognised in the balance sheet	<b>377.58</b>	<b>298.77</b>
Current provision	6.41	7.55
Non current provision	371.17	291.22
<b>Expenses recognised in statement of profit and loss</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Service cost	72.37	47.49
Interest cost	23.01	16.49
<b>Gratuity cost</b>	<b>95.38</b>	<b>63.98</b>
<b>Re-measurement gains/ (losses) in OCI</b>		
Actuarial gain / (loss) due to demographic assumption changes	-	0.08
Actuarial gain / (loss) due to financial assumption changes	43.35	3.59
Actuarial gain / (loss) due to experience adjustments	(22.58)	24.29
Return on plan assets greater (less) than discount rate	-	-
<b>Total expenses routed through OCI</b>	<b>20.77</b>	<b>27.96</b>
<b>Assumptions</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Discount rate (per annum)	6.85%	7.80%
Future salary increases	10.00%	10.00%
<b>A quantitative sensitivity analysis for significant assumption and its impact in percentage terms on projected benefit obligation are as follows:</b>		
	<b>31-Mar-20</b>	
	<b>Discount rate</b>	<b>Salary escalation rate</b>
Impact of increase in 50 bps on projected benefit obligation	-6.29%	5.93%
Impact of decrease in 50 bps on projected benefit obligation	6.90%	-5.65%

These sensitivities have been calculated to show the movement in projected benefit obligation in isolation and assuming there are no other changes in market conditions.

### 37 Dues to Micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2020 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 ('The MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31-Mar-20	31-Mar-19
a) the principal amount due thereon remaining unpaid to any supplier at the end of each accounting year.	1,590.14	1,414.99
b) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act.	Nil	Nil
d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	Nil	Nil

### 38 Leases

#### Where the Company is a lessee:

Effective 1st April 2019, the Company adopted Ind AS 116, Leases. This standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. There is no significant impact of the standard on the financial results of the Company. During the year the Company has recognised an amount of Rs. 850.43 Lakhs as Right of use asset (presented as part of Property, plant and equipment) and Rs. 850.43 Lakhs as Lease liability (presented as part of Financial Liabilities) in accordance of this standard. Consequently the company has recognised an amount of Rs. 145.46 Lakhs in depreciation expense and Rs. 69.13 Lakhs in finance costs for the year ended 31 March 2020 on account of the adoption of the standard. The actual lease expense incurred on account of leases for which the standard is applied amounted to Rs. 166.04 Lakhs.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases amounting to INR 166.74 Lakhs (INR 183.91 Lakhs Previous Year) are recognised as an expense on a straight-line basis over the lease term.

### 39 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity Shares.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

The following table sets out the computation of basic and diluted earnings per share:

<b>Particulars</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Profit for the year attributable to equity share holders	1,070.24	(1,357.51)
<b>Shares</b>		
Weighted average number of equity shares outstanding during the year – basic	820,21,721	627,55,806
Weighted average number of equity shares outstanding during the year – diluted	822,50,954	656,55,676
<b>Earnings per share</b>		
Earnings per share of par value ₹ 4 – basic (₹)	1.30	(2.16)
Earnings per share of par value ₹ 4 – diluted (₹)	1.30	(2.07)

**40 Fair value measurements**

<b>Financial instruments by category</b>	<b>31-Mar-20</b>		<b>31-Mar-19</b>	
	<b>Amortised Cost</b>	<b>FVTPL</b>	<b>Amortised Cost</b>	<b>FVTPL</b>
<b>Financial assets</b>				
Investments	-	-	-	10191.35
- In Mutual Funds	-	-	-	-
- In Subsidiaries/JV	1.26	-	501.00	-
Trade receivables	35,820.37	-	18,561.65	-
Cash and cash equivalents	178.92	-	2,108.19	-
Other bank balances	9,681.37	-	13,480.18	-
Loans	7,093.69	-	8,953.95	-
Security Deposits	270.98	-	264.42	-
Others	12,184.24	-	5,221.27	-
<b>Total Financial Assets</b>	<b>65,230.83</b>	<b>-</b>	<b>49,090.66</b>	<b>-</b>
<b>Financial Liabilities</b>				
Borrowings	2,223.71	-	2,425.64	-
Trade payables	10,559.70	-	11,908.68	-
Other financial liabilities	1,800.90	-	1,096.71	-
<b>Total Financial Liabilities</b>	<b>14,584.31</b>	<b>-</b>	<b>15,431.03</b>	<b>-</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### Fair value hierarchy

The carrying amount of the current financial assets and current financial liabilities are considered to be same as their fair values, due to their short term nature. In absence of specified maturity period, the carrying amount of the non-current financial assets and non-current financial liabilities such as security deposits (assets) are considered to be same as their fair values.

The fair value of mutual funds is classified as Level 2 in the fair value hierarchy as the fair value has been determined on the basis of Net Assets Value (NAV) declared by the mutual fund. The fair value of Financial derivative contracts has been classified as Level 2 in the fair value hierarchy as the fair value has been determined on the basis of mark-to-market valuation provided by the bank, The corresponding changes in fair value of investment is disclosed as 'Other Income'.

### 41 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and refundable deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as commodity risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2020 and March 31, 2019. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2020 and March 31, 2019.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of variable rate borrowings. The Company does not enter into any interest rate swaps.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	<b>Increase/decrease in interest rate</b>	<b>Effect on profit before tax</b>
<b>March 31, 2020</b>		
INR	+1%	(22.24)
INR	-1%	22.24
<b>March 31, 2019</b>		
INR	+1%	(24.26)
INR	-1%	24.26

### **b) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables are monitored on a continuous basis by the receivables team.

The Company establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to Rs. 35,820.37 lakhs (March 31, 2019: Rs. 18,561.65 lakhs). The movement in allowance for credit loss in respect of trade and other receivables during the year was as follows:

<b>Allowance for credit loss</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Opening balance	726.99	708.35
Credit loss provided/ (reversed)	145.92	18.64
Closing balance	872.91	726.99

The top 2 to 3 customers account for more than 50% of the revenue as of March 31, 2020 and March 31, 2019. However, since the Company has diversified into new business of electric buses, the concentration risk of revenue may come down in the future.

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### c) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
<b>Year ended March 31, 2020</b>						
Borrowings	1,869.49	57.50	13.97	282.75	-	2,223.71
Trade payables	-	8,247.10	2,312.60	-	-	10,559.70
<b>Year ended March 31, 2019</b>						
Borrowings	1,980.29	75.34	22.32	347.69	-	2,425.64
Trade payables	-	9,856.95	2,051.73	-	-	11,908.68

### 42 Capital management

The Company's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprise of issued share capital and all other equity reserves.

The capital structure as of March 31, 2020 and March 31, 2019 was as follows:

Particulars	31-Mar-20	31-Mar-19
Total equity attributable to the equity shareholders of the Company	73,199.26	70,521.99
As a percentage of total capital	97.05%	96.67%
Long term borrowings including current maturities	354.22	445.35
Short term borrowings	1,869.49	1,980.29
Total borrowings	2,223.71	2,425.64
As a percentage of total capital	2.95%	3.33%
<b>Total capital (equity and borrowings)</b>	<b>75,422.97</b>	<b>72,947.63</b>

### 43 Recent Indian Accounting Standards

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**44 Exceptional Items**

During the year ended March 31, 2020, the company has sold Investment in Evey trans Private Limited to MEIL Holdings Limited.

**45 Prior year comparitives**

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

As per our report of even date attached  
**for P C N & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 016016S

Sd/-

**K. Gopala Krishna**  
Partner  
Membership No.: 203605

Place : Hyderabad  
Date : 27th June 2020

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-

**Naresh Kumar Rawal**  
Managing Director  
DIN: 01630545

Sd/-

**B Sharat Chandra**  
Chief Financial Officer

Sd/-

**N. Naga Satyam**  
Executive Director  
DIN: 02600472

Sd/-

**P Hanuman Prasad**  
Company Secretary  
Membership No.: A22525

## **Independent Auditor's Report**

To The Members of  
**Olectra Greentech Limited**  
(Formerly known as Goldstone Infratech Limited)

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of Olectra Greentech Limited (Formerly known as Goldstone Infratech Limited) ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("IndAS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon:**

- The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge

obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IndAS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is also responsible for

overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in : (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of

Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors of the company and its subsidiaries, none of the directors of the group companies is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the Auditor's reports of the Company and its subsidiary companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for reasons stated therein.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in

accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the group.
- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies.

**For P C N & Associates**

Chartered Accountants  
FRN : 016016S

Sd/-

**K. Gopala Krishna**

Partner

M.No: 203605

UDIN: 20203605AAAADA6033

Place : Hyderabad

Date : 27<sup>th</sup> June, 2020

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **OLECTRA GREENTECH LIMITED** (Formerly known GOLDSTONE INFRATECH LIMITED) of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause**

#### **(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of OLECTRA GREENTECH LIMITED (FORMERLY KNOWN AS GOLDSTONE INFRATECH LIMITED)(herein after referred to as “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting

records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its Subsidiary Companies.

## **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting:**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P C N & Associates**  
Chartered Accountants  
FRN : 016016S

Sd/-

**K. Gopala Krishna**

Partner

M.No: 203605

UDIN: 20203605AAAADA6033

Place : Hyderabad

Date : 27<sup>th</sup> June, 2020



## CONSOLIDATED BALANCE SHEET

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	14,467.96	16,684.98
Capital work-in-progress		-	-
Intangible assets	5	592.54	583.16
Financial assets			
Investments	6	0.26	-
Loans	7	170.97	164.42
Other non current assets	8	1,007.47	1,026.54
Deferred tax assets, net	9	823.99	1,056.16
		<b>17,063.19</b>	<b>19,515.26</b>
<b>Current assets</b>			
Inventories	10	8,072.57	11,222.06
Financial assets			
Investments	6	-	10,191.35
Trade receivables	11	36,173.52	9,075.32
Cash and cash equivalents	12	240.07	2,132.53
Other bank balances	13	9,681.37	13,890.18
Loans	7	7,193.69	9,133.94
Others	14	15,468.16	6,623.44
Current tax assets		756.37	502.33
Other current assets	8	3,469.91	4,035.85
		<b>81,055.66</b>	<b>66,807.00</b>
		<b>98,118.85</b>	<b>86,322.26</b>
<b>Total assets</b>			
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Equity share capital	15	3,283.23	3,175.23
Other equity	16	69,974.72	67,122.74
<b>Equity attributable to the owners of the Company</b>			
		<b>73,257.95</b>	<b>70,297.97</b>
Non-controlling interest		0.05	(0.01)
<b>Total equity</b>			
		<b>73,258.00</b>	<b>70,297.96</b>
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	17	282.75	347.69
Lease Liability		753.52	-
Provisions	18	547.95	416.06
		<b>1,584.22</b>	<b>763.75</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	17	1,940.97	2,077.95
Provisions	18	20.19	18.34
Trade payables	19	19,012.36	11,910.73
Other financial liabilities	20	1,472.20	857.44
Other current liabilities	21	467.55	188.32
Current tax liabilities		363.36	207.77
		<b>23,276.63</b>	<b>15,260.55</b>
		<b>24,860.85</b>	<b>16,024.30</b>
<b>Total liabilities</b>			
<b>Total equity and liabilities</b>			
		<b>98,118.85</b>	<b>86,322.26</b>
<b>Notes forming part of consolidated financial statements</b>		<b>1-46</b>	

The accompanying notes are an integral part of the Consolidated financial statements.

As per our report of even date attached  
**for P C N & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 016016S

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-  
**K. Gopala Krishna**  
Partner  
Membership No.: 203605

Sd/-  
**Naresh Kumar Rawal**  
Managing Director  
DIN: 01630545

Sd/-  
**N. Naga Satyam**  
Executive Director  
DIN: 02600472

Place : Hyderabad  
Date : 27th June 2020

Sd/-  
**B Sharat Chandra**  
Chief Financial Officer

Sd/-  
**R. Hanuman Prasad**  
Company Secretary  
Membership No.: A22525

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	Note	For the year ended 31 March 2020	For the year ended 31 March 2019
Revenue from operations	22	20,052.04	17,010.87
Other income	23	2,436.26	1,491.10
<b>Total income</b>		<b>22,488.30</b>	<b>18,501.97</b>
Expenses			
Cost of materials consumed	24	11,989.43	11,490.69
Changes in inventories and work in progress	25	(1,223.38)	1,336.21
Employee benefits expenses	26	3,243.70	2,632.04
Other operating expenses	27	3,007.71	919.44
Depreciation and amortisation expense	28	1,752.19	677.91
Finance costs	29	1,394.00	1,499.93
Other expenses	30	2,530.70	2,149.90
<b>Total expenses</b>		<b>22,694.35</b>	<b>20,706.12</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>(206.05)</b>	<b>(2,204.15)</b>
<b>Exceptional items:</b>			
Profit on sale of investment in a subsidiary company	45	1,940.12	-
<b>Profit/(Loss) before tax</b>		<b>1,734.07</b>	<b>(2,204.15)</b>
<b>Tax expense</b>			
Current tax	31	163.37	21.31
Deferred tax	31	217.69	(644.05)
<b>Total tax expense</b>		<b>381.06</b>	<b>(622.74)</b>
<b>Profit/(Loss) for the year</b>		<b>1,353.01</b>	<b>(1,581.41)</b>
<b>Profit/(Loss) attributable to non controlling interest</b>		<b>0.06</b>	<b>(0.01)</b>
<b>Profit/(Loss) attributable to owners of the Parent</b>		<b>1,352.95</b>	<b>(1,581.40)</b>
<b>Other comprehensive income/(loss)</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Re-measurement gains/ (losses) on defined benefit plan	31	(20.77)	(27.96)
Income-tax effect		5.78	7.78
<b>Other comprehensive income/(loss) for the year, net of tax</b>		<b>(14.99)</b>	<b>(20.18)</b>
<b>Other comprehensive income/(loss) attributable to non controlling interest</b>		<b>-</b>	<b>-</b>
<b>Other comprehensive income/(loss) attributable to owners of the Parent</b>		<b>(14.99)</b>	<b>(20.18)</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>1,338.02</b>	<b>(1,601.59)</b>
<b>Total comprehensive income/(loss) attributable to non controlling interest</b>		<b>0.06</b>	<b>(0.01)</b>
<b>Total comprehensive income/(loss) attributable to owners of the Parent</b>		<b>1,337.96</b>	<b>(1,601.58)</b>
<b>Earnings per equity share (nominal value of INR 4) in INR</b>			
Basic	39	1.65	(2.52)
Diluted	39	1.64	(2.41)
<b>Notes forming part of consolidated financial statements</b>	<b>1-46</b>		

The accompanying notes are an integral part of the Consolidated financial statements.

As per our report of even date attached  
**for P C N & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 016016S

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-  
**K. Gopala Krishna**  
Partner  
Membership No.: 203605

Sd/-  
**Naresh Kumar Rawal**  
Managing Director  
DIN: 01630545

Sd/-  
**N. Naga Satyam**  
Executive Director  
DIN: 02600472

Place : Hyderabad  
Date : 27th June 2020

Sd/-  
**B Sharat Chandra**  
Chief Financial Officer

Sd/-  
**R. Hanuman Prasad**  
Company Secretary  
Membership No.: A22525

## CONSOLIDATED STATEMENT OF CASH FLOWS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	For the six months ended 31 March 2020	For the year ended 31 March 2019
<b>I. Cash flows from operating activities</b>		
<b>Profit before tax</b>	<b>1,734.07</b>	<b>(2,204.15)</b>
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation of tangible assets	1,600.31	575.90
Amortisation of intangible assets	151.88	102.01
Finance income (including fair value change in financial instruments)	(2,170.57)	(1,028.45)
Dividend income from mutual funds	(161.69)	(386.58)
Capital Gains from Investments	(55.30)	(32.51)
Profit on sale of investment in a subsidiary company	(1,940.12)	-
Finance costs (including fair value change in financial instruments)	1,394.00	1,499.93
Re-measurement losses on defined benefit plans	(20.77)	(27.96)
<b>Operating profit before working capital changes</b>	<b>531.81</b>	<b>(1,501.81)</b>
Changes in working capital:		
Adjustment for (increase)/decrease in operating assets		
Trade receivables	(27,098.20)	(273.74)
Inventories	3,149.49	(4,880.25)
Loans - Non current	(6.55)	(78.48)
Loans - current	1,940.25	(8,966.85)
Other financial assets - current	(8,844.72)	(5,930.41)
Other assets - current	565.92	(1,107.48)
Other assets - non current	19.07	823.41
Adjustment for increase/(decrease) in operating liabilities		
Trade payables	7,101.61	9,166.04
Other financial liabilities - current	616.61	88.26
Other current liabilities	279.23	(278.18)
Provisions	131.89	147.78
<b>Cash generated from operations</b>	<b>(21,613.59)</b>	<b>(12,791.71)</b>
Income taxes paid	(241.56)	(209.20)
<b>Net cash generated from/(used in) operating activities</b>	<b>(21,855.15)</b>	<b>(13,000.91)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS (Contd.)

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	For the six months ended 31 March 2020	For the year ended 31 March 2019
<b>II. Cash flows from investing activities</b>		
Purchase of property, plant and equipment and intangibles (including capital work in progress)	1,208.99	(10,135.98)
(Investments in)/ redemption of bank deposits (having original maturity of more than three months) - net	4,208.81	(11,833.46)
Investment in Subsidiaries & Mutual Funds	10,191.09	(10,191.35)
Dividend received on mutual funds	161.69	386.58
Capital Gains from Investments	55.30	32.51
Profit on sale of investment in a subsidiary company	1,940.12	-
Interest received (finance income)	2,170.57	1,028.45
<b>Net cash used in investing activities</b>	<b>19,936.57</b>	<b>(30,713.25)</b>
<b>III. Cash flows from financing activities</b>		
Share issue proceeds	1,622.03	52,064.59
Proceeds from/(repayment of) long-term borrowings, net	(64.94)	(625.76)
Proceeds from/(repayment of) short-term borrowings, net	(136.97)	(4,190.85)
Interest paid	(1,394.00)	(1,499.93)
<b>Net cash provided by financing activities</b>	<b>26.12</b>	<b>45,748.05</b>
<b>Net increase in cash and cash equivalents (I+II+III)</b>	<b>(1,892.46)</b>	<b>2,033.89</b>
Cash and cash equivalents at the beginning of the year	2,132.53	98.64
<b>Cash and cash equivalents at the end of the year (refer note below)</b>	<b>240.07</b>	<b>2,132.53</b>
<b>Note:</b>		
<b>Cash and cash equivalents comprise:</b>		
Cash on hand	0.29	1.45
Balances with banks:		
- in current accounts	239.78	2,131.08
	<b>240.07</b>	<b>2,132.53</b>
<b>Notes forming part of consolidated financial statements</b>	<b>1-46</b>	

The accompanying notes are an integral part of the Consolidated financial statements.

As per our report of even date attached  
**for P C N & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 016016S

Sd/-

**K. Gopala Krishna**  
Partner  
Membership No.: 203605

Place : Hyderabad  
Date : 27th June 2020

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-

**Naresh Kumar Rawal**  
Managing Director  
DIN: 01630545

Sd/-

**B Sharat Chandra**  
Chief Financial Officer

Sd/-

**N. Naga Satyam**  
Executive Director  
DIN: 02600472

Sd/-

**P. Hanuman Prasad**  
Company Secretary  
Membership No.: A22525

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2020

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### a. Equity Share Capital

	No. of shares	Amount
Balance as at March 31, 2019	79,380,737	3,175.23
Add: Issued during the Year	2,700,000	108.00
Balance as at March 31, 2020	<b>82,080,737</b>	<b>3,283.23</b>

### b. Other equity

Particulars	Money received against Share Warrants	Reserves and Surplus			Non-controlling interest	Total
		Securities premium	General reserve	Retained earnings		
<b>At March 31, 2019</b>	4,528.74	62,444.44	1,486.32	(1,336.76)	(0.01)	67,122.73
Profit for the year	-	-	-	1,352.95	0.06	1,353.01
Additions during the year	-	2,054.70	-	-	-	2,054.70
Conversions During the Year	(540.68)	-	-	-	-	(540.68)
<b>Other comprehensive income</b>	-	-	-	(20.77)	-	(20.77)
Re-measurement gains/ (losses) on defined benefit plans	-	-	-	5.78	-	5.78
Income-tax effect	-	-	-	-	-	-
<b>At March 31, 2020</b>	<b>3,988.06</b>	<b>64,499.14</b>	<b>1,486.32</b>	<b>1.20</b>	<b>0.05</b>	<b>69,974.77</b>
<b>Notes forming part of Consolidated financial statements</b>	<b>1-46</b>					

The accompanying notes are an integral part of the Consolidated financial statements.

As per our report of even date attached  
**for P C N & Associates**  
 Chartered Accountants  
 ICAI Firm Registration Number: 016016S

For and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
 CIN: L34100TG2000PLC035451

Sd/-  
**K. Gopala Krishna**  
 Partner  
 Membership No.: 203605

Place : Hyderabad  
 Date : 27th June 2020

Sd/-  
**Naresh Kumar Rawal**  
 Managing Director  
 DIN: 01630545

Sd/-  
**B Sharat Chandra**  
 Chief Financial Officer

Sd/-  
**N. Naga Satyam**  
 Executive Director  
 DIN: 02600472

Sd/-  
**P. Hanuman Prasad**  
 Company Secretary  
 Membership No.: A22525

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 1 General Information

Olectra Greentech Limited ( Formerly known as Goldstone Infratech Limited) ('the Company') is a Public Limited Company incorporated in India, having its registered office at Hyderabad, India. The Company is primarily engaged in the manufacturing of composite polymer insulators and electrical buses. The Company is listed in the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

### 2 Basis of preparation of financial statements

#### 2.1 Statement of Compliance

These financial statements are prepared under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. These financial statements comply with Indian Accounting Standard (Ind AS), the provisions of the Companies Act, 2013 ("the Act") (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements were authorised for issue by the Company's Board of Directors on June 27, 2020. Details of the accounting policies are included in Note 3.

#### 2.2 Group information

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Name of investee	Principal activities	Country of incorporation	Percentage of ownership/voting rights	
			31/Mar/20	31/Mar/19
TF Solar Power Private Limited	Solar energy	India	100%	100%
Evey Trans Private Limited	Owning & Operating Electric Vehicles	India	NIL	100%
SSISPL-OGL-BYD Consortium	Operation of Motor Vehicles	India	99.98%	99.98%

#### 2.3 Basis of consolidation

- (i) The consolidated financial statements incorporate the financial statements of the Parent Company and its subsidiaries. For this purpose, an entity which is, directly or indirectly, controlled by the Parent Company is treated as subsidiary. The Parent Company together with its subsidiaries constitute the Group. Control exists when the Parent Company, directly or indirectly, has power over the investee, is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.
- (ii) Consolidation of a subsidiary begins when the Parent Company, directly or indirectly, obtains control over the subsidiary and ceases when the Parent Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated Statement of Profit and Loss from the date the Parent Company, directly or indirectly, gains control until the date when the Parent Company, directly or indirectly, ceases to control the subsidiary.

(iii) The consolidated financial statements of the Group combines financial statements of the Parent Company and its subsidiary line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-Group assets, liabilities, income, expenses and unrealised profits/losses on intra-Group transactions are eliminated on consolidation. The accounting policies of subsidiaries have been harmonised to ensure the consistency with the policies adopted by the Parent Company. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively. The consolidated financial statements have been presented to the extent possible, in the same manner as Parent Company's standalone financial statements.

## 2.4 Basis of measurement

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

- certain financial assets and liabilities are measured at fair value;
- employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;
- long term borrowings are measured at amortized cost using the effective interest rate method.

## 2.5 Functional currency

The financial statements are presented in Indian rupees Lakhs, which is the functional currency of the company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates.

All amounts are in Indian Rupee Lakhs except share data, unless otherwise stated.

## 2.6 Operating cycle

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Group's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

## 2.7 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 3, the management of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

### Provision and contingent liability

On an ongoing basis, Group reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

### Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2020 management assessed that the useful lives represent the expected utility of the assets to the Group. Further, there is

no significant change in the useful lives as compared to previous year.

## 2.8 Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## 3 Significant accounting policies

### 3.1 Revenue recognition

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services. The group's revenues are derived from sale of goods and services.

- Revenue from sale of goods is recognized where control is transferred to the Group's customers at the time of shipment to or



receipt of goods by the customers.

- Service income, is recognized as and when the underlying services are performed. Upfront non-refundable payments received under these arrangements continue to be deferred and are recognized over the expected period that related services are to be performed.
- Dividend income is accounted for when the right to receive the income is established.
- Difference between the sale price and carrying value of investment is recognised as profit or loss on sale / redemption on investment on trade date of transaction.
- Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### 3.2 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial

direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss

depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

### **3.3 Foreign currencies**

In preparing the financial statements of the Group, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

### **3.4 Borrowing costs**

Specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes interest expense, amortization of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

## **3.5 Taxation**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

### **Current tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

### **Deferred tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer

probable that the related tax benefit will be realized.

### 3.6 Earnings per share

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

### 3.7 Property, plant and equipment (PPE)

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

### 3.8 Expenditure during construction period

Expenditure during construction period

(including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

### 3.9 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Group, or the number of production or similar units expected to be obtained from the asset by the Group.

The Group has componentised its PPE and has separately assessed the life of major components. In case of certain classes of PPE, the Group uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets.

Such classes of assets and their estimated useful lives are as under:

Particulars	Useful life
Buildings	30 years
Plant and Machinery	8 to 15 years
Electrical Equipment	10 years
Office Equipment	5 to 10 years
Computers	3 years
Furniture and Fixtures	10 years
Vehicles	8 to 10 years
Leasehold Improvements	15 years

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

### 3.10 Intangible assets and amortisation

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

#### Amortization

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Design and development is amortised over a period of five years.

### 3.11 Inventories

#### Inventories are valued as follows:

- Raw materials, stores & spare parts and packing materials:

Valued at lower of cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on FIFO basis.

- Work-in- progress (WIP), finished goods and stock-in-trade:

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

### 3.12 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand

and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

### 3.13 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

### 3.14 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Where the Group receives non-monetary grants, the asset and the grant are accounted at fair value and recognised in the statement of profit and loss over the expected useful life of the asset.

### 3.15 Impairment of non financial assets

The carrying amounts of the Group's non-financial assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are Grouped together into the smallest Group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Groups of assets (the "cash-generating unit").

An impairment loss is recognized in the income statement if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

An impairment loss in respect of equity accounted investee is measured by comparing the recoverable amount of investment with its carrying amount. An impairment loss is recognized in the income statement, and reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

### **3.16 Employee benefits**

#### Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### Defined contribution plans

The Group's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

#### Defined benefit plans

The liability in respect of defined benefit

plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

#### Termination benefits

Termination benefits are recognized as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Group has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

#### Other long-term employee benefits

The Group's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned

in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.”

### **3.17 Provisions**

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### **3.18 Contingent liabilities & contingent assets**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### **3.19 Financial instruments**

#### **a. Recognition and Initial recognition**

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs

that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

#### **b. Classification and Subsequent measurement**

##### **Financial assets:**

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**Financial assets:** Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
  - how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair

value basis are measured at FVTPL. Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents

the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

**Financial liabilities:** Classification, Subsequent measurement and gains and losses.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

#### c. **Derecognition**

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the

contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

#### **Financial liabilities**

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit.

#### d. **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

#### e. **Impairment**

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost; At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income (FVTOCI) are credit impaired. A financial asset is 'credit- impaired'



when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

### **Measurement of expected credit losses**

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). Presentation of allowance for expected credit losses in the balance sheet Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 4 Property, plant and equipment

Particulars	Land	Buildings	Plant and Machinery	Electrical Equipment	Office Equipment	Computers	Furniture and Fixtures	Vehicles	Leasehold Improvements	Right of Use Asset	Total
<b>Deemed Cost</b>											
<b>At April 1, 2018</b>	<b>4,275.05</b>	<b>494.02</b>	<b>1,904.42</b>	<b>57.69</b>	<b>12.52</b>	<b>50.92</b>	<b>8.20</b>	<b>515.69</b>	<b>1.26</b>	-	<b>7,319.77</b>
Additions	-	1,216.15	1,718.94	22.81	16.46	67.38	35.39	7,412.35	-	-	10,489.48
Deletions	-	-	-	-	-	-	-	-	-	-	-
<b>At March 31, 2019</b>	<b>4,275.05</b>	<b>1,710.17</b>	<b>3,623.36</b>	<b>80.50</b>	<b>28.98</b>	<b>118.30</b>	<b>43.59</b>	<b>7,928.04</b>	<b>1.26</b>	-	<b>17,809.25</b>
Additions	-	7.39	471.03	42.76	20.00	57.42	33.47	11,644.73	-	850.43	13,127.23
Deletions	-	-	381.81	-	0.48	1.09	0.30	13,829.64	-	-	14,213.32
<b>At March 31, 2020</b>	<b>4,275.05</b>	<b>1,717.56</b>	<b>3,712.58</b>	<b>123.26</b>	<b>48.50</b>	<b>174.63</b>	<b>76.76</b>	<b>5,743.13</b>	<b>1.26</b>	<b>850.43</b>	<b>16,723.16</b>
<b>Accumulated depreciation</b>											
<b>At April 1, 2018</b>	-	<b>39.23</b>	<b>433.15</b>	<b>23.60</b>	<b>4.00</b>	<b>12.44</b>	<b>1.95</b>	<b>33.04</b>	<b>0.96</b>	-	<b>548.37</b>
Charge for the year	-	36.30	356.75	15.63	3.51	22.92	2.59	137.90	0.30	-	575.90
Less: Adjustments	-	-	-	-	-	-	-	-	-	-	-
<b>At March 31, 2019</b>	-	<b>75.53</b>	<b>789.90</b>	<b>39.23</b>	<b>7.51</b>	<b>35.36</b>	<b>4.54</b>	<b>170.94</b>	<b>1.26</b>	-	<b>1,124.27</b>
Charge for the year	-	58.48	385.80	10.55	6.69	41.82	5.66	945.85	-	145.46	1,600.31
Less: Adjustments	-	-	10.11	-	0.30	0.03	0.01	458.93	-	-	469.38
<b>At March 31, 2020</b>	-	<b>134.01</b>	<b>1,165.59</b>	<b>49.78</b>	<b>13.90</b>	<b>77.15</b>	<b>10.19</b>	<b>657.86</b>	<b>1.26</b>	<b>145.46</b>	<b>2,255.20</b>
<b>Carrying amount</b>											
<b>At March 31, 2019</b>	<b>4,275.05</b>	<b>1,634.64</b>	<b>2,833.46</b>	<b>41.27</b>	<b>21.47</b>	<b>82.94</b>	<b>39.05</b>	<b>7,757.10</b>	-	-	<b>16,684.98</b>
<b>At March 31, 2020</b>	<b>4,275.05</b>	<b>1,583.55</b>	<b>2,546.99</b>	<b>73.48</b>	<b>34.60</b>	<b>97.48</b>	<b>66.57</b>	<b>5,085.27</b>	-	<b>704.97</b>	<b>14,467.96</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	Design & Development	Total
<b>5 Intangible assets</b>		
<b>Cost</b>		
<b>At April 1, 2018</b>	409.51	409.51
Additions	295.83	295.83
<b>At March 31, 2019</b>	<b>705.34</b>	<b>705.34</b>
Additions	161.26	161.26
<b>At March 31, 2020</b>	<b>866.60</b>	<b>866.60</b>
<b>Accumulated depreciation</b>		
<b>At April 1, 2018</b>	20.17	20.17
Amortisation expense	102.01	102.01
<b>At March 31, 2019</b>	122.18	122.18
Amortisation expense	151.88	151.88
<b>At March 31, 2020</b>	274.06	274.06
<b>Carrying amount</b>		
<b>At March 31, 2019</b>	<b>583.16</b>	<b>583.16</b>
<b>At March 31, 2020</b>	<b>592.54</b>	<b>592.54</b>
Particulars	31 March 2020	31 March 2019
<b>6 Investments</b>		
<b>Non-current</b>		
Investments carried at deemed cost		
Unquoted equity shares		
Investments in Associates		
2,600 (March 31, 2019: NIL) equity shares of ₹ 10 each in EVEY Trans (SMC) Private Limited	0.26	-
<b>Total</b>	<b>0.26</b>	<b>-</b>
<b>Current</b>		
<b>Investment carried at fair value through profit and loss (Refer Note (a) below)</b>		
Investment in Mutual Funds	-	10,191.35
	<b>-</b>	<b>10,191.35</b>
<b>Note (a) Details of current investments</b>		
<b>Investments in Mutual Funds</b>		
HDFC Arbitrage Fund - NIL (March 31, 2019: 2,37,73,593.93 units of ₹ 10.463 each)	-	2,487.43
Kotak Equity Arbitrage Fund - NIL (March 31, 2019: 1,06,28,183.43 units of ₹ 23.539 each)	-	2,501.76
Reliance Arbitrage Fund - NIL (March 31, 2019: 3,40,80,627.11 units of ₹ 10.996 each)	-	3,747.47
SBI Arbitrage Oppurtunities Fund - NIL (March 31, 2019: 88,31,084.802 units of ₹ 14.1899 each)	-	1,253.33
SBI Liquid Fund - NIL (March 31, 2019: 6,837.854 units of ₹ 2,944.737 each)	-	201.36
	<b>-</b>	<b>10,191.35</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2020	31 March 2019
<b>7 Loans (Unsecured, considered good unless otherwise stated)</b>		
<b>Non-current</b>		
Security deposits	170.97	164.42
<b>Total</b>	<b>170.97</b>	<b>164.42</b>
<b>Current</b>		
Security deposits		
- To Related Party	100.00	100.00
- To Others	2.52	-
Inter-corporate Loans	6,800.00	8,500.00
Secured - Earnest Money Deposits	291.17	533.94
<b>Total</b>	<b>7,193.69</b>	<b>9,133.94</b>
<b>8 Other assets</b>		
<b>Non-Current assets</b>		
Unsecured, considered good		
Capital advances		
- others	1,000.00	1,016.00
Advances other than capital advances		
Prepaid lease expenses	7.47	10.54
<b>Total</b>	<b>1,007.47</b>	<b>1,026.54</b>
<b>Current assets</b>		
Unsecured, considered good		
Advances other than capital advances		
Staff advances	2.28	19.03
Supplier advances	488.53	713.48
Other advances	25.31	26.63
Prepaid expenses	433.20	437.40
Balances with Government Departments	2,520.59	2,839.31
<b>Total</b>	<b>3,469.91</b>	<b>4,035.85</b>
<b>9 Deferred tax asset, net</b>		
Deferred tax asset		
- Tangible and Intangible assets	-	-
- Provision allowed under tax on payment basis	165.12	130.03
- Expected credit loss/Fair Valuation of financial assets	258.88	202.45
- Carried Forward of Losses	1,059.53	1,210.92
- MAT credit entitlement	354.84	185.72
<b>Total</b>	<b>1,838.37</b>	<b>1,729.12</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2020	31 March 2019
Deferred tax liability		
- Tangible and Intangible assets	(998.03)	(649.92)
- Fair valuation of financial liabilities	(16.35)	(23.04)
<b>Total</b>	<b>(1,014.38)</b>	<b>(672.96)</b>
<b>Deferred tax asset, net</b>	<b>823.99</b>	<b>1,056.16</b>
<b>10 Inventories</b>		
Raw materials		
- Others	1,363.86	1,492.53
- E Bus material	1,704.21	5,948.39
Work in progress		
- Insulators	1,347.16	539.16
- E Bus	3,657.34	3,241.98
<b>Total</b>	<b>8,072.57</b>	<b>11,222.06</b>
<b>11 Trade receivables</b>		
Unsecured, considered good	9,649.74	9,538.12
From related parties	27,396.69	264.19
	<b>37,046.43</b>	<b>9,802.31</b>
Less: Allowance for doubtful receivables	(872.91)	(726.99)
<b>Total</b>	<b>36,173.52</b>	<b>9,075.32</b>
<b>12 Cash and cash equivalents</b>		
Balances with banks:		
- On current accounts	239.78	2,131.08
Cash on hand	0.29	1.45
<b>Total</b>	<b>240.07</b>	<b>2,132.53</b>
<b>13 Other Bank balances</b>		
Term deposits with Banks with original maturities of more than 3 months and less than 1 year*	9,681.37	13,890.18
<b>Total</b>	<b>9,681.37</b>	<b>13,890.18</b>
*Represents margin money deposits against bank guarantees and letter of credits.		

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2020	31 March 2019
<b>14 Others (Unsecured, considered good unless otherwise stated)</b>		
<b>Current</b>		
Interest accrued	2,022.37	751.34
Insurance claim receivable	65.64	28.77
Subsidy receivable	9,138.75	4,838.75
Loans and advances to related party	4,241.40	1,004.58
<b>Total</b>	<b>15,468.16</b>	<b>6,623.44</b>
<b>15 Share Capital</b>		
<b>Authorised Share Capital</b>		
15,00,00,000 equity shares of Rs.4/- each	6,000.00	6,000.00
<b>Issued, subscribed and fully paid-up</b>		
8,20,80,737 equity shares of Rs.4/- each fully paid-up	3,283.23	3,175.23
<b>Total</b>	<b>3,283.23</b>	<b>3,175.23</b>
<b>(a) Reconciliation of shares outstanding at the beginning and end of the reporting year</b>		
<b>Particulars</b>	<b>Number of Shares</b>	<b>Value</b>
<b>Equity shares of Rs.4/- each fully paid</b>		
Balance at April 01, 2018	50,180,737	2,007.23
Issued during the year	29,200,000	1,168.00
<b>Balance at March 31, 2019</b>	<b>79,380,737</b>	<b>3,175.23</b>
Issued during the year	2,700,000	108.00
<b>Balance at March 31, 2020</b>	<b>82,080,737</b>	<b>3,283.23</b>
<b>(b) Terms / rights attached to the equity shares</b>		
<p>Equity shares of the Company have a par value of Rs.4 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>		

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2020	31 March 2019
<b>(c) Details of shareholders holding more than 5% shares in the Company</b>		
<b>Equity shares of Rs.4/- each fully paid</b>		
<u>MEIL Holdings Limited</u>		
Number of shares held	37,072,359	36,500,001
% of holding	45.17%	45.98%
<u>Trinity Infraventures Limited</u>		
Number of shares held	7,434,808	7,776,165
% of holding	9.06%	9.80%
<u>Goldstone Power Private Limited</u>		
Number of shares held	5,400,000	2,700,000
% of holding	6.58%	3.40%
<u>Gyanmay Investment Advisors LLP</u>		
Number of shares held	10,645,435	11,200,000
% of holding	12.97%	14.11%
<b>16 Other equity</b>		
<b>Securities premium</b>		
Opening balance	62,444.44	14,995.24
Add: Premium on fresh issue	2,054.70	47,449.20
Closing balance	<b>64,499.14</b>	<b>62,444.44</b>
Securities premium consists of the difference between the face value of the equity shares and the consideration received in respect of shares issued.		
<b>Money received against Share Warrants</b>		
Opening balance	4,528.74	1,081.35
Additions during the year	-	3,988.07
Conversions during the year	(540.68)	(540.68)
Closing balance	<b>3,988.06</b>	<b>4,528.74</b>
Money received against share warrants represents monies received against which the equity shares have to be allotted.		
<b>General reserve</b>		
Opening balance	1,486.32	1,486.32
Add: Transfers during the year	-	-
Closing balance	<b>1,486.32</b>	<b>1,486.32</b>
The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.		

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

<b>Particulars</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Retained earnings</b>		
Opening balance	(1,336.76)	264.82
Profit/(loss) for the year	1,352.95	(1,581.40)
Other comprehensive income	(14.99)	(20.18)
Less: Adjustment on sale of subsidiary	-	-
Less: Transfers to general reserve	-	-
Closing balance	<b>1.20</b>	<b>(1,336.76)</b>
<b>Total other equity</b>	<b>69,974.72</b>	<b>67,122.74</b>
Retained earnings reflect surplus/deficit after taxes in the profit or loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.		
<b>Non-controlling interest</b>		
Opening balance	(0.01)	-
Add: Additions during the year	0.06	(0.01)
<b>Closing balance</b>	<b>0.05</b>	<b>(0.01)</b>
<b>17 Borrowings</b>		
<b>Non-current</b>		
<b>Secured loans</b>		
Term loan		
- From Financial Institutions (refer note A below)	-	9.53
Less: Transfer to current maturities	-	(9.53)
Vehicle loans		
- From Banks (refer note B below)	42.57	61.00
<b>Unsecured loans</b>		
Sales tax deferrment loan (refer note C below)	240.18	286.69
<b>Total</b>	<b>282.75</b>	<b>347.69</b>
<b>Current</b>		
<b>Secured loans repayable on demand</b>		
- Working capital loans from State Bank of India (refer note D below)	1,869.49	1,980.29
- Buyers Credit from Yes Bank (refer note E below)	-	-
-Current maturities of long term borrowings	71.48	97.66
<b>Total</b>	<b>1,940.97</b>	<b>2,077.95</b>



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### A. Term loan from Financial Institutions:

Term loan consists of loan taken from Reliance Capital Limited in February 2017 amounting Rs. 20 Lakhs. The loan carries an interest rate of 15.35% repayable in 28 equal installments. This loan is secured by hypothecation of the Equipments of the Company for which the loan was obtained.

### B. Vehicle loans from Banks:

The Company has the following 3 vehicle loans:

Vehicle loans of Rs. 22.46 Lakhs & 8.49 Lakhs taken from Yes Bank on 25-07-2018 repayable in 48 installments from August 2018 to July 2022 and a vehicle loan of Rs.56 Lakhs from Yes Bank on 18-09-2018 repayable in 60 installments from October 2018 to September 2023. These loans are secured by hypothecation of the vehicles for which the loan was taken.

### C. Sales tax deferrment loan:

The Company has been granted an interest free sales tax deferrment loan by the Government of Andhra Pradesh. As per the terms of this scheme, the Company has to repay the amount till FY 2022-23.

### D. Working capital loan from State Bank of India:

Working Capital Facilities from State Bank of India carries an interest rate ranging from 9.80% to 11% are secured by:

- i. Exclusive first charge on Current Assets of Insulator division of the Company both present and future
- ii. Exclusive first charge by way of equitable mortgage of Project land, factory land & building of Company
- iii. Exclusive first charge by way of equitable mortgage of immovable property of M/s Goldstone Technologies Limited
- iv. First charge on fixed assets(excluding land mentioned in ii above) of Insulator division and Second charge on the fixed assets of E-Bus division of the Company both present and future
- v. Corporate guarantee given by M/s Trinity Infraventures Limited & M/s Goldstone technologies Limited.

Particulars	31 March 2020	31 March 2019
<b>18 Provisions</b>		
<b>Non-Current</b>		
Provision for employee benefits		
- Gratuity (refer note 36)	371.17	291.22
- Compensated absences	176.78	124.84
<b>Total</b>	<b>547.95</b>	<b>416.06</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2020	31 March 2019
<b>19 Trade payables</b>		
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	1,590.14	1,414.99
- Total outstanding dues of creditors other than micro enterprises and small enterprises	8,865.25	10,495.74
Payable to related parties	8,556.97	-
<b>Total</b>	<b>19,012.36</b>	<b>11,910.73</b>
<b>20 Other financial liabilities</b>		
Interest accrued but not due on borrowings	72.21	87.93
Employee payables	188.49	171.27
Provision for expenses	1,045.95	344.69
Security deposits received	165.55	253.55
<b>Total</b>	<b>1,472.20</b>	<b>857.44</b>
<b>21 Other liabilities</b>		
<b>Current</b>		
Advance received from customers	95.70	19.34
Statutory liabilities	371.85	168.98
<b>Total</b>	<b>467.55</b>	<b>188.32</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2020	31 March 2019
<b>22 Revenue from operations</b>		
Revenue from sale of products	14,327.95	16,729.52
Revenue from Services	4,898.09	279.82
Other Operational Income	826.00	1.53
<b>Total</b>	<b>20,052.04</b>	<b>17,010.87</b>
<b>23 Other income</b>		
Interest income	2,170.57	1,028.45
Dividend income from mutual funds	161.69	386.58
Capital Gains from mutual funds	53.31	32.51
Profit on Sale of Assets	1.99	-
Write back of liabilities no longer required	-	37.08
Foreign exchange gain	43.06	-
Miscellaneous income	5.64	6.48
<b>Total</b>	<b>2,436.26</b>	<b>1,491.10</b>
<b>24 Cost of materials consumed</b>		
Opening Stock of raw materials and consumables	7,440.92	1,224.48
Add : Purchases during the year	7,616.59	17,707.13
	15,057.51	18,931.61
Less : Closing Stock of raw materials and consumables	3,068.08	7,440.92
<b>Total</b>	<b>11,989.43</b>	<b>11,490.69</b>
<b>25 Changes in inventories and Work in progress</b>		
Work in progress		
Inventories at the beginning of the year	3,781.13	5,117.34
Less : Inventories at the end of the year	5,004.51	3,781.13
(Increase) / Decrease in Inventories	<b>(1,223.38)</b>	<b>1,336.21</b>
<b>26 Employee benefits expenses</b>		
Salaries, wages and bonus	3,085.94	2,508.37
Contribution to provident and other funds	96.98	70.40
Staff welfare expenses	60.78	53.27
<b>Total</b>	<b>3,243.70</b>	<b>2,632.04</b>
<b>27 Other operating expenses</b>		
Consumption of stores and spares	105.33	73.12
Power and fuel	476.02	390.57
Repairs to building	1.88	8.24
Repairs to machinery	85.93	70.00
Insurance	97.43	164.14
Testing and inspection charges	101.33	30.30
Bus Operations	2,139.79	183.07
<b>Total</b>	<b>3,007.71</b>	<b>919.44</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2020	31 March 2019
<b>28 Depreciation and amortisation expense</b>		
Depreciation of tangible assets	1,600.31	575.90
Amortization of intangible assets	151.88	102.01
<b>Total</b>	<b>1,752.19</b>	<b>677.91</b>
<b>29 Finance costs</b>		
Interest on term loans	9.16	15.44
Interest on working capital loan and cash credit	885.82	562.06
Other borrowing cost	111.40	332.47
Bank charges and commissions	387.62	589.96
<b>Total</b>	<b>1,394.00</b>	<b>1,499.93</b>
<b>30 Other expenses</b>		
Rent	108.64	153.89
Freight charges	357.13	425.83
Managerial remuneration	14.25	13.30
Rates and taxes	113.35	111.73
Office maintenance	59.30	39.92
Office electricity charges	36.00	29.39
Security charges	70.71	27.07
Telephone and postage expenses	41.30	21.08
Printing and stationary	23.18	23.35
Insurance charges	150.53	58.29
Travelling expenses	335.71	267.22
Conveyance	130.80	105.35
Repairs and maintenance - others	130.01	157.59
Consultancy charges	207.61	278.35
Business promotion expenses	122.42	132.11
Exhibition expenses	131.78	102.37
Advertisement & Other Selling Expenses	259.63	41.52
Commission	-	9.03
Legal fees	14.19	57.50
Listing fees	5.90	9.90
Auditors remuneration	10.25	10.55
Vehicle maintenance	23.52	15.18
Allowances for doubtful debts (net)	145.17	18.64
Gifts and donations	0.43	1.75
Miscellaneous expenses	38.89	38.99
<b>Total</b>	<b>2,530.70</b>	<b>2,149.90</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**Note: Miscellaneous expenses includes amount spent for Corporate Social Responsibility**

Revenue expenditure charged to statement of profit and loss in respect of Corporate Social Responsibility (CSR) activities undertaken during the year ended March, 31 2020 was Rs. 10.67 Lakhs as compared to Rs. 0.80 Lakhs [Rs. 0.80 Lakhs has been paid in cash] for the year ended March 31, 2019.

Particulars	31 March 2020	31 March 2019
<b>31 Tax expenses</b>		
Current income tax:		
Current income tax charge*	163.37	21.31
Deferred tax:		
MAT credit entitlement	(176.90)	(80.73)
Relating to originating and reversal of temporary differences	394.59	(563.32)
<b>Income tax expense recognised in the statement of profit or loss</b>	<b>381.06</b>	<b>(622.74)</b>
<b>Deferred tax related to items considered in OCI during the year</b>		
Re-measurement gains/ (losses) on defined benefit plan	5.78	7.78
<b>Income tax charge to OCI</b>	<b>5.78</b>	<b>7.78</b>
* Includes tax expense relating Previous year amounting ₹ 13.53 Lakhs		
<b>Reconciliation of tax expense with the accounting profit multiplied by domestic tax rate:</b>		
Accounting profit before income tax	1,734.07	(2,204.15)
Tax on accounting profit at statutory income tax rate	450.86	(515.54)
Effect of exempt non operating Income	(42.04)	(100.51)
Effect of non - deductible expense	100.66	47.41
Adjustments in respect of deferred tax at different rates	28.40	(39.76)
Tax on income at MAT rates	(176.90)	-
Others	20.08	(14.34)
<b>Total</b>	<b>381.06</b>	<b>(622.74)</b>
<b>Tax expense reported in the statement of profit and loss</b>	<b>381.06</b>	<b>(622.74)</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	As at 31-Mar-20	As at 31-Mar-19
<b>32 Contingent liabilities and commitments</b>		
i) Contingent liabilities:		
- Corporate guarantees given (Refer note 'a' below)	900.00	1,350.00
- Outstanding Guarantees and Counter Guarantees to various Banks, in respect of the guarantees given by those banks in favour of various Govt Authorities and Others	7,546.48	7,034.16
- Outstanding Letters of credit	1,261.43	2,054.95
- Claims against the Company not acknowledged as debts (See Note 'b' below)	677.10	-
ii) Commitments:		
- Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	72.74	66.80

Note :- (a)

- i) Corporate Guarantee given for the credit facilities of Rs. 900 lakhs availed by M/s. Trinity Infraventures Limited with Allahabad Bank.
- ii) 31 March, 2020 NIL; 31 March, 2019 - Collateral Security and Corporate Guarantee given for the credit facilities of Rs. 450 lakhs availed by M/s. Goldstone Technologies Limited with Central Bank of India.

Note :- (b)

The Income Tax Department has raised demands on the Company in respect of past years on account of various disallowances, the year wise break up of which is as under:

Assessment year	Amount of Dispute	Forum where it is pending
2012-2013	10.37	CIT(A)
2013-2014	7.33	CIT(A)
2014-2015	255.12	CIT(A)
2015-2016	123.14	CIT(A)
2016-2017	50.03	CIT(A)
2017-2018	119.28	CIT(A)
2018-2019	111.83	CIT(A)

The Company believes the possibility of any liability that may arise on account of above Income tax matters is not probable. Accordingly, no provision has been made in these financial statements as of 31 March 2020.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 33 Related party disclosures

#### a) Names of related parties and description of relationship

Entities having significant influence over the Company	Trinity Infraventures Limited
	MEIL Holdings Limited
	Megha Engineering & Infrastructures Limited
Subsidiaries of MEIL Holdings Limited	Evey Trans Private Limited
	Turbo Megha Airways Private Limited
Subsidiary of Trinity Infraventures Limited	Trinity Cleantech Private Limited
Key Management Personnel ("KMP")	Mr. N. K. Rawal, Managing Director
	Mr. N. Nagasatyam, Executive Director
	Mr. B. Sharat Chandra, CFO
	Mr. Hanuman Prasad, Company Secretary

#### b) Transactions with related parties

	<b>For the year ended 31 March 2020</b>	<b>For the year ended 31 March 2019</b>
<b>Key Management Personnel</b>		
Remuneration Paid*	318.21	296.31
<b>Entities having significant influence over the Group</b>		
Sale of goods & services	538.85	8.16
Interest Income	125.00	55.07
Unsecured Loans given	-	1,381.68
<b>Subsidiaries of Trinity &amp; MEIL Holdings</b>		
Sale of goods & services	1,645.56	191.70
Purchase of Material & Capital Goods	456.29	66.30
Lease Rental Expenses	823.18	64.26
Interest Income	69.86	-
Unsecured Loans given/ (Repaid)	14.63	-
Equity Investment/ Investment	-	-
Lease Security Deposit	-	-

\*Does not include insurance, which is paid by the Company as a whole and gratuity and compensated absences as this is provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

c) Details of balances receivable from and payable to related parties are as follows:

Name of Related Party	As at 31-Mar-20	As at 31-Mar-19
<b>Trade Receivables</b>		
Megha Engineering & Infrastructures Limited	405.35	133.81
Evey Trans Private Limited	26,860.96	-
Turbo Megha Airways Private Limited	130.38	130.38
<b>Loans &amp; Advances to Related Parties - Other Financial Assets</b>		
Trinity Infraventures Limited	875.62	1,004.58
Evey Trans Private Limited	3,365.51	-
OHA Commute Private Limited	0.27	-
<b>Trade Payables</b>		
Trinity Cleantech Private Limited	152.22	-
Evey Trans Private Limited	8,404.75	-
<b>Supplier advances - Other Current Assets</b>		
Trinity Cleantech Private Limited	-	6.10
<b>Inter-corporate Loans - Current Loans - Financial Assets</b>		
Trinity Infraventures Limited	1,000.00	1,000.00

d) **Terms and conditions of transactions with related parties:**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

e) **Others:**

The Company has given Corporate Guarantee for the credit facilities of Rs. 900 lakhs availed by M/s. Trinity Infraventures Limited with Allahabad Bank.

### 34 Segment information

Ind AS 108 "Operating Segment" ("Ind AS 108") establishes standards for the way that public business enterprises report information about operating and geographical segments and related disclosures about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, Operating segments and geographical segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance and allocates resources on overall basis.

The Company has two reportable segments during the year, i.e. Composite Polymer Insulators and Electric Buses.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

The segment revenue, profitability, assets and liabilities are as under:

Revenue by segment	For the year ended 31 March 2020	For the year ended 31 March 2019
a) Insulator division	11,681.00	14,550.06
b) E Bus division	8,371.04	2,460.81
<b>Total revenue</b>	<b>20,052.04</b>	<b>17,010.87</b>
Segment Results	For the year ended 31 March 2020	For the year ended 31 March 2019
(Profit before tax & interest)		
a) Insulator division	725.01	139.93
b) E Bus division	418.18	(2,056.58)
<b>Total</b>	<b>1,143.19</b>	<b>(1,916.65)</b>
Less:(i) Interest	1,394.00	1,499.93
(ii) Unallocable expenditure (Net of Un allocable income)	(1,984.88)	(1,212.43)
<b>Total Profit before tax</b>	<b>1,734.07</b>	<b>(2,204.15)</b>

	As at 31-Mar-20	As at 31-Mar-19
<b>Segment Assets</b>		
a) Insulator Division	18,686.49	19,641.03
b) eBus Division	67,858.37	36,671.05
c) Unallocated	11,573.99	30,010.18
<b>Total</b>	<b>98,118.85</b>	<b>86,322.26</b>
<b>Segment Liabilities</b>		
a) Insulator Division	5,236.35	5,992.21
b) eBus Division	19,061.15	9,832.10
c) Unallocated	563.35	199.99
<b>Total</b>	<b>24,860.85</b>	<b>16,024.30</b>
<b>Capital Employed</b>		
a) Insulator Division	13,450.14	13,648.82
b) eBus Division	48,797.22	26,838.95
c) Unallocated	11,010.64	29,810.19
<b>Total</b>	<b>73,258.00</b>	<b>70,297.96</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 35 Auditors' remuneration include:

Particulars	31-Mar-20	31-Mar-19
Statutory audit fee (including limited review)	8.00	8.30
Tax audit fee	2.25	2.25
<b>Total Other services</b>	<b>10.25</b>	<b>10.55</b>

### 36 Gratuity

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement/exit, restricted to a sum of Rs. 20 Lakhs.

The following tables summarize the components of net benefit expense recognised in the statement of profit or loss and the amounts recognised in the balance sheet for the plan:

Reconciliation of opening and closing balances of the present value of the defined benefit obligations:

Particulars	31-Mar-20	31-Mar-19
<b>Opening balance</b>	<b>298.77</b>	<b>214.98</b>
Current service cost	72.37	47.49
Past service cost	-	-
Interest cost	23.01	16.49
Benefits paid	(37.34)	(8.15)
Actuarial gain	20.77	27.96
<b>Closing balance</b>	<b>377.58</b>	<b>298.77</b>
Present value of projected benefit obligation at the end of the year	377.58	298.77
Fair value of plan assets at the end of the year	-	-
Net liability recognised in the balance sheet	<b>377.58</b>	<b>298.77</b>
Current provision	7.55	12.59
Non current provision	291.22	202.39

Expenses recognised in statement of profit and loss	31-Mar-20	31-Mar-19
Service cost	72.37	47.49
Interest cost	23.01	16.49
<b>Gratuity cost</b>	<b>95.38</b>	<b>63.98</b>
<b>Re-measurement gains/ (losses) in OCI</b>		
Actuarial gain / (loss) due to demographic assumption changes	-	0.08
Actuarial gain / (loss) due to financial assumption changes	43.35	3.59
Actuarial gain / (loss) due to experience adjustments	(22.58)	24.29
Return on plan assets greater (less) than discount rate	-	-
<b>Total expenses routed through OCI</b>	<b>20.77</b>	<b>27.96</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

<b>Assumptions</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Discount rate (per annum)	6.85%	7.80%
Future salary increases	10.00%	10.00%

**A quantitative sensitivity analysis for significant assumption and its impact in percentage terms on projected benefit obligation are as follows:**

	<b>31-Mar-20</b>	
	<b>Discount rate</b>	<b>Salary escalation rate</b>
Impact of increase in 50 bps on projected benefit obligation	-6.29%	5.93%
Impact of decrease in 50 bps on projected benefit obligation	6.90%	-5.65%

These sensitivities have been calculated to show the movement in projected benefit obligation in isolation and assuming there are no other changes in market conditions.

### **37 Dues to Micro, small and medium enterprises**

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2020 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 ('The MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier.

	<b>Particulars</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
a)	the principal amount due thereon remaining unpaid to any supplier at the end of each accounting year.	1,590.14	1,414.99
b)	the amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
c)	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act	Nil	Nil
d)	the amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
e)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	Nil	Nil

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 38 Leases

#### Where the Group is a lessee:

Effective 1st April 2019, the Company adopted Ind AS 116, Leases. This standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. There is no significant impact of the standard on the financial results of the Company. During the year the Company has recognised an amount of Rs. 850.43 Lakhs as Right of use asset (presented as part of Property, plant and equipment) and Rs. 850.43 Lakhs as Lease liability (presented as part of Financial Liabilities) in accordance of this standard. Consequently the company has recognised an amount of Rs. 145.46 Lakhs in depreciation expense and Rs. 69.13 Lakhs in finance costs for the year ended 31 March 2020 on account of the adoption of the standard. The actual lease expense incurred on account of leases for which the standard is applied amounted to Rs. 166.04 Lakhs.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases amounting to INR 108.64 Lakhs (INR 153.89 Lakhs Previous Year) are recognised as an expense on a straight-line basis over the lease term.

### 39 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity Shares.

The following table sets out the computation of basic and diluted earnings per share:

Particulars	31-Mar-20	31-Mar-19
Profit for the year attributable to equity share holders	1,352.95	(1,581.40)
<b>Shares</b>		
Weighted average number of equity shares outstanding during the year – basic	82,021,721	62,755,806.00
Weighted average number of equity shares outstanding during the year – diluted	82,250,954	65,635,676.00
<b>Earnings per share</b>		
Earnings per share of par value ₹ 4 – basic (₹)	1.65	(2.52)
Earnings per share of par value ₹ 4 – diluted (₹)	1.64	(2.41)

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 40 Fair value measurements

Financial instruments by category	31-Mar-20		31-Mar-19	
	Amortised Cost	FVTPL	Amortised Cost	FVTPL
<b>Financial assets</b>				
Investments				
- In Mutual Funds	-	-	-	10,191.35
- In Subsidiaries/ JV	0.26	-	-	-
Trade receivables	36,173.52	-	9,075.32	-
Cash and cash equivalents	240.07	-	2,132.53	-
Other bank balances	9,681.37	-	13,890.18	-
Loans	7,093.69	-	9,033.94	-
Security Deposits	270.97	-	264.42	-
Others	15,468.16	-	6,623.44	-
<b>Total Financial Assets</b>	<b>68,928.04</b>	<b>-</b>	<b>41,019.83</b>	<b>10,191.35</b>
<b>Financial Liabilities</b>				
Borrowings	2,223.72	-	2,425.64	-
Trade payables	19,012.36	-	11,910.73	-
Other financial liabilities	1,472.20	-	857.44	-
<b>Total Financial Liabilities</b>	<b>22,708.28</b>	<b>-</b>	<b>15,193.81</b>	<b>-</b>

### Fair value hierarchy

The carrying amount of the current financial assets and current financial liabilities are considered to be same as their fair values, due to their short term nature. In absence of specified maturity period, the carrying amount of the non-current financial assets and non-current financial liabilities such as security deposits (assets) are considered to be same as their fair values.

The fair value of mutual funds is classified as Level 2 in the fair value hierarchy as the fair value has been determined on the basis of Net Assets Value (NAV) declared by the mutual fund. The fair value of Financial derivative contracts has been classified as Level 2 in the fair value hierarchy as the fair value has been determined on the basis of mark-to-market valuation provided by the bank, The corresponding changes in fair value of investment is disclosed as 'Other Income'.

### 41 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and refundable deposits that derive directly from its operations.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as commodity risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2020 and March 31, 2019. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2020 and March 31, 2019."

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of variable rate borrowings. The Company does not enter into any interest rate swaps.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	<b>Increase/decrease in interest rate</b>	<b>Effect on profit before tax</b>
<b>March 31, 2020</b>		
INR	+1%	(22.24)
INR	-1%	22.24
<b>March 31, 2019</b>		
INR	+1%	(24.26)
INR	-1%	24.26

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables are monitored on a continuous basis by the receivables team.

The Company establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to Rs. 35,820.37 lakhs (March 31, 2019: Rs. 18,561.65 lakhs). The movement in allowance for credit loss in respect of trade and other receivables during the year was as follows:

<b>Allowance for credit loss</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Opening balance	708.35	650.13
Credit loss provided/ (reversed)	164.56	58.22
Closing balance	872.91	708.35

The top 2 to 3 customers account for more than 50% of the revenue as of March 31, 2020 and March 31, 2019. However, since the Company has diversified into new business of electric buses, the concentration risk of revenue may come down in the future.

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

### c) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:"

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	<b>On demand</b>	<b>Less than 3 months</b>	<b>3 to 12 months</b>	<b>1 to 5 years</b>	<b>&gt;5 years</b>	<b>Total</b>
<b>Year ended March 31, 2020</b>						
Borrowings	1,869.49	57.50	13.98	282.75	-	2,223.72
Trade payables	-	16,699.76	2,312.60	-	-	19,012.36
<b>Year ended March 31, 2019</b>						
Borrowings	1,980.29	75.34	22.32	347.69	-	2,425.64
Trade payables	-	9,589.00	2,051.73	-	-	11,640.73

**42 Capital management**

The Group's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprise of issued share capital and all other equity reserves.

The capital structure as of March 31, 2020 and March 31, 2019 was as follows:

<b>Particulars</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Total equity attributable to the equity shareholders of the Company	73,258.00	70,297.96
As a percentage of total capital	97.05%	96.66%
Long term borrowings including current maturities	354.23	445.35
Short term borrowings	1,869.49	1,980.29
Total borrowings	2,223.72	2,425.64
As a percentage of total capital	2.95%	3.34%
<b>Total capital (equity and borrowings)</b>	<b>75,481.72</b>	<b>72,723.60</b>



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 43 Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary/Associates

#### a. List of Subsidiaries and Joint Ventures considered for Consolidation

		As at 31 March 2020						
	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit/ (loss)	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated comprehensive income	Amount
<b>Parent</b>								
Olectra Greentech Limited	99.92%	73,199.26	147.64%	1,997.43	100.00%	(20.18)	148.36%	1,977.25
<b>Subsidiaries:</b>								
Indian								
Evey Trans Private Limited*	0.00%	-	-81.95%	(1,108.79)	0.00%	-	-83.19%	(1,108.79)
SSISPL-OGL-BYD Consortium	0.37%	268.97	34.32%	464.31	0.00%	-	34.84%	464.31
TF Solar Private Limited	0.00%	(0.14)	0.00%	-	0.00%	-	0.00%	-
Less: Consolidation Elimination	-0.29%	(210.14)						
		<b>73,257.95</b>		<b>1,352.95</b>		<b>(20.18)</b>		<b>1,332.77</b>
Minority Interest in all Subsidiaries								
1. SSISPL-OGL-BYD Consortium		0.05		(0.01)		-		(0.01)
<b>Consolidated</b>		<b>73,258.00</b>		<b>1,352.94</b>		<b>(20.18)</b>		<b>1,332.76</b>

\* Subsidiary till 13 January 2020

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**44 Recent Indian Accounting Standards**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

**45 Exceptional Items**

During the year ended March 31, 2020, the company has sold Investment in Evey trans Private Limited including underlying assets to MEIL Holdings Limited and the resultant profit is shown as an exceptional item.

**46 Prior year comparitives**

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

As per our report of even date attached  
**for P C N & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 016016S

Sd/-

**K. Gopala Krishna**  
Partner  
Membership No.: 203605

Place : Hyderabad  
Date : 27th June 2020

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-

**Naresh Kumar Rawal**  
Managing Director  
DIN: 01630545

Sd/-

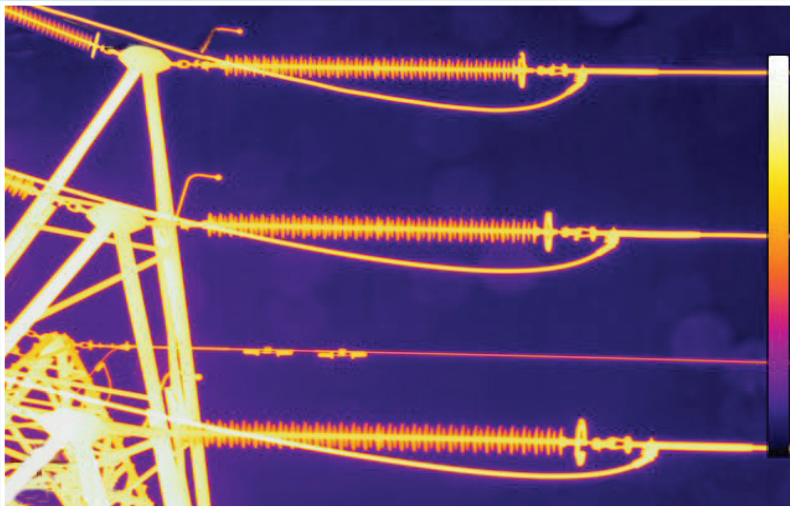
**B Sharat Chandra**  
Chief Financial Officer

Sd/-

**N. Naga Satyam**  
Executive Director  
DIN: 02600472

Sd/-

**P. Hanuman Prasad**  
Company Secretary  
Membership No.: A22525



## Olectra Greentech Limited

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